

FORM 51-102F3

Material Change Report

Item 1 Name and Address of Company

First Responder Technologies Inc. (“**First Responder**” or the “**Company**”)
915 – 700 West Pender Street
Vancouver, BC
V6C 1G8

Item 2 Date of Material Change

November 30, 2020

Item 3 News Release

A news releases concerning the material change described herein was disseminated on November 30, 2020 through CNW Group Ltd. A copy of the news release is attached hereto as Schedule ”A”.

Item 4 Summary of Material Change

On November 30, 2020, First Responder announced that it has entered into a letter of intent with Airbeam Wireless Technologies Inc. (“**Airbeam**”) pursuant to which First Responder will acquire all of the outstanding shares of Airbeam pursuant to a merger, amalgamation or some other form of business combination which will constitute a fundamental change of the Company by Airbeam (the ”**Transaction**”) within the meaning of the policies of the Canadian Securities Exchange Inc. The resulting issuer upon completion of the Transaction will change its name as acceptable to the parties and will operate the combined businesses of Airbeam and First Responder.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please refer to Schedule “A” for details.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51–102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Robert Delamar
Chief Executive Officer
Tel: 778.985.4570

Item 9 Date of Report

November 30, 2020

SCHEDULE “A”

[see attached]



***FIRST RESPONDER ANNOUNCES PROPOSED TRANSACTION WITH
AIRBEAM WIRELESS TECHNOLOGIES***
Homegrown Canadian Disruptor Enters 5G-Edge Technology Race
Proposed Entity to Build Innovative Technology Stack for Smart Cities

Not for distribution to U.S. news wire services or dissemination in the United States

Vancouver, British Columbia – November 30, 2020 – First Responder Technologies Inc. (“First Responder” or the “Company”) (CSE: WPN | OTCQB: WPNNF | FWB: 3WK), a leading developer of public safety and security technologies, is pleased to announce that it has entered into a letter of intent dated November 27, 2020 (the “LOI”), which sets out the basic terms and conditions for the acquisition (the “Acquisition”) by the Company of all of the issued and outstanding common shares in the capital of Airbeam Wireless Technologies Inc. (“Airbeam”) in exchange for common shares in the capital of the Company (the “First Responder Shares”). The Acquisition is expected to be structured as a reverse takeover and will constitute a “fundamental change” for the Company pursuant to the rules and policies of the Canadian Securities Exchange (the “Exchange”). The Acquisition is an arm’s length transaction. Upon successful completion of the Acquisition, it is anticipated that the resulting entity (the “Resulting Issuer”) will continue the combined businesses of Airbeam and First Responder under a name to be determined by the parties.

Creating a Canadian National Leader in Emerging 5G-Edge Enabled Smart City Technologies

Over the past decade, governments, privacy commissioners and industry have been working together to develop a roadmap to realize the potential of 5G for the development of Smart Cities in North America, and around the world. The Acquisition proposes to create a Canada-based leader in this important sector, with privacy at the core of the Resulting Issuer’s approach to product development.

As a result of the Acquisition, the Resulting Issuer is expected to develop and sell a complete Canadian-owned technology solution – chip, hardware, software and services – that could reduce Canadian dependence on foreign-owned 5G networking hardware and software.

The combination of Airbeam’s 60GHz millimeter wave (“MMW”) chipset, and Smart City networking hardware and services, together with First Responder’s innovative AI-enabled weapons detection camera and Wi-Fi-based concealed weapons technology, may create a new capability in the public safety and security segment, an important and fast emerging segment of the Smart City vertical. This new public safety infrastructure developed by First Responder, and powered in the future by Airbeam’s 60GHz chipset, may then be utilized as “edge networking nodes” as 5G networks densify, which can offer wireless backhaul, edge computing and networking capabilities to overcome anticipated bottlenecks in the current infrastructure.

“Airbeam remains one of the few independent 60GHz MMW chipset and system solutions available in the market. Combining Airbeam's technology and highly experienced leadership team with First Responder’s

executive team, advisory council and capital markets vehicle, creates a unique opportunity to develop a full stack technology offering that may enable an industry leader to emerge in North America in the 5G-Edge networking and public safety segment of the Smart City vertical,” said Dr. Karim Arabi, Chairman of Airbeam.

In the future, the Resulting Issuer anticipates developing unique hybrid appliances, which may combine some or all of 5G small cell, edge compute, wireless backhaul, computer vision and AI capabilities, which may enable new and unique Smart City applications to be developed for transportation, municipal infrastructure and public safety that have the potential to directly impact daily life in North American cities and beyond. Given the privacy concerns that attend to such capabilities, the Resulting Issuer is expected to continue a process started by First Responder that will integrate privacy considerations from the earliest stages of product inception, and work with third-party privacy advocacy groups and privacy commissioners to ensure that the benefits of this new capability also preserve the privacy and liberty of North American and international customers.

“In the opinion of First Responder’s management, this is an exciting opportunity for Canada and Canadians to potentially replace dependence on foreign 5G networking hardware and software at the edge, with a homegrown solution to develop 5G hardware, software and integrated solutions, which may be the foundational technology for Smart Cities of the 21st century, in North America, and around the world” said Robert F. Delamar, CEO of First Responder and proposed CEO of the Resulting Issuer.

About Airbeam

Airbeam is a private company existing under the laws of British Columbia and is based in Richmond, British Columbia. There are currently 64,551,545 common shares in the capital of Airbeam (the “**Airbeam Shares**”), 3,500,000 restricted shares, 1,000,000 restricted share units and 669,999 common share purchase warrants outstanding.

Airbeam is a developer of 5G-enabled Smart City technologies, which sells a proprietary 60 GHz millimeter wave (“**MMW**”) chipset, hardware and software, which cost in excess of \$110 million USD to develop by a leading semiconductor company from which it was acquired.

As of the date hereof, no meaningful financial information has been prepared by Airbeam. Airbeam will prepare audited financial statements in the near future and the Company will provide a summary of significant financial information in due course.

Proposed Acquisition

The Company and Airbeam have entered into the LOI, which sets out certain terms and conditions pursuant to which the proposed Acquisition will be completed. The transaction terms outlined in the LOI are subject to the parties successfully entering into a definitive agreement (the “**Definitive Agreement**”) in respect of the Acquisition on or before February 12, 2021 or such other date as the Company and Airbeam may mutually agree.

The LOI also contemplates other material conditions precedent to the closing of the Acquisition (the “**Closing**”), including the completion of a bridge financing to raise minimum aggregate gross proceeds equal to such amount required to fund First Responder until the completion of the Acquisition (the

“**Bridge Financing**”), the completion of a concurrent financing to raise minimum aggregate proceeds equal to such amount required to provide the Resulting Issuer with sufficient working capital for a minimum of 12 months following the completion of the Acquisition (or such other amount as may be agreed upon by the parties) (the “**Concurrent Financing**”), customary due diligence, compliance with all applicable regulatory requirements and receipt of all necessary regulatory, corporate, third-party, board and shareholder approvals being obtained, including the approval of the Exchange. There can be no assurance that the Acquisition will be completed as proposed, or at all.

It is anticipated that the Closing will involve, among other things, the following steps, which may be amended if the parties mutually agree that such form would better satisfy their objective (including but not limited to, tax efficiency to the parties):

- prior to the closing of the proposed Acquisition, the Company will consolidate its share capital on a basis to be determined by the parties (the “**Consolidation**”);
- the shareholders of Airbeam will receive post-Consolidation First Responder Shares in exchange for their Airbeam Shares pursuant to an exchange ratio to be determined by the parties;
- completion of the Bridge Financing of First Responder securities to be priced in the context of the market;
- completion of the Concurrent Financing of Airbeam securities or First Responder securities, as may be agreed upon by the parties, to be priced the context of the market but in no event less than the offering price of the Bridge Financing;
- receipt of all director, shareholder and regulatory approvals relating to the Acquisition and the Concurrent Financing, including, without limitation, the approval of the Exchange; and
- each of the parties shall have executed, delivered and performed their respective covenants as outlined in the Definitive Agreement, and all representations and warranties of each party contained in the Definitive Agreement shall be true and correct at the time of Closing.

Certain of the First Responder Shares issuable pursuant to the Acquisition may be subject to the escrow requirements of the Exchange and to hold periods as required by applicable securities laws.

The Company and Airbeam, as applicable, may pay finder’s fees in connection with the Bridge Financing, the Concurrent Financing and the Acquisition up to the maximum permitted under the policies of the Exchange.

The Resulting Issuer – Summary of Proposed Directors

It is currently anticipated that certain of the current officers and directors of the Company will resign from their respective positions with the Company.

Following the Closing, the board of directors of the Resulting Issuer is expected to consist of seven (7) directors, four (4) of which will be nominees of Airbeam and three (3) of which will be nominees of the Company.

Dr. Karim Arabi, current Chairman of Airbeam, and Mr. Wayne Lloyd, current President of Airbeam are expected to become directors of the Resulting Issuer. Robert Delamar is expected to be Chief Executive Officer and a director the Resulting Issuer. Naresh Singhal is expected to be Chief Technology Officer, but

not a director of the Resulting Issuer, with other officers to be determined in due course by the board of directors of the Resulting Issuer.

The following is a brief description of the known directors and officers of the Resulting Issuer who have been identified as of the date hereof:

Dr. Karim Arabi - Chairman

Dr. Arabi is a seasoned executive with extensive leadership experience in the semiconductor and telecommunications industry. Previously, VP of R&D at Qualcomm, Dr. Arabi also held a diverse portfolio of other roles there, such as head of the ASIC research department responsible for Advanced Wireless and Computing Technologies, and VP of Engineering, Mobile SoC Design. He also served as VP, Engineering at Dialog Semiconductor, working on semiconductor products for mobile devices. Dr. Arabi has had several successful technology exits in the semiconductor sector most recently commercializing an innovative power supply chipset for mobile devices enabling higher efficiency and more compact products.

Wayne Lloyd - Director

Mr. Lloyd is an entrepreneur and technology executive with extensive capital markets experience. Mr. Lloyd currently serves as the Chief Executive Officer of Tracesafe Inc., is founder of Consensus Core, and has extensive experience scaling start-ups, special situation investing, and completing complex M&A transactions in the technology sector. Mr. Lloyd has helped raise millions in capital to grow businesses and has a proven track record of attracting world class talent to start-up ventures. Mr. Lloyd earned a CFA charterholder designation in 2015.

Robert Delamar – Chief Executive Officer

Mr. Delamar is a lawyer and high technology CEO with almost 20 years of experience developing and leading technology companies in Silicon Valley and around the world. After starting his career in Silicon Valley, Robert returned to Vancouver to complete law school at UBC and articulated at Blake, Cassels & Graydon in Vancouver. He was called to the bar of British Columbia in 2004. Immediately after his call to the bar, Mr. Delamar left Vancouver to work in the high-tech corridor situated outside of Washington, DC, where he worked at a mobile satellite networking company in a business development role, and co-founded a social media start-up. Following a brief return to Canada to practise law as a civil litigator, in 2011 he was recruited to serve as founder and CEO of a video streaming technology start-up company, owned by a major Latin American media and telecommunications conglomerate, which through a series of transactions became UUX, Inc., which was later acquired by Spain's Agile Content, SA. While at UUX, Inc., Mr. Delamar led a sales effort focused on major international mobile telecoms companies. Between 2014 and 2016 Robert split his time between Vancouver and Silicon Valley, where he co-founded and served as CEO of a green refinery development company, and served as Co-CEO of a peer-to-peer networking company. In July of 2019 Mr. Delamar accepted the appointment as CEO and member of the board of directors for First Responder Technologies Inc.

Naresh Singhal – Chief Technology Officer

Mr. Singhal has more than 30 years of experience in the technology industry in a variety of domains and industry verticals. He completed a B.S. (Honors) in Electronics and Communications Engineering from National Institute of Technology, India, and professional development coursework from Stanford University. He holds one technology patent, with several others pending. Mr. Singhal started his career as a Scientist with India's Defense Research & Development Organization (“**DRDO**”), where he led some prestigious defense projects. After the DRDO, Mr. Singhal moved to the United States and worked at a number of different startups. At Entrisphere Inc. (“**Entrisphere**”), he built Network Management Systems for next generation optical networking products. Entrisphere was acquired by Ericsson and helped Ericsson get a foothold in the wireline business, selling these products to the major Regional Bell operating companies AT&T, Verizon and BellSouth, in response to a multi-billion dollar request-for-proposal. Subsequently Mr. Singhal led engineering at streaming media startup Sezmi, which went through several acquisitions and mergers before becoming UUX Inc.. As VP of Engineering at UUX, he helped create the world's first truly converged internet TV as-a-service platform, that combined linear (live) television and Over-the-Top television in an intuitive multi-device user experience. Most recently, Mr. Singhal was Chief Technology Officer at Trunomi, a fintech startup building technology for privacy and data rights management, in response to regulations like the EU General Data Protection Regulation, amid increasing concerns about how corporations misuse personally identifiable information.

Further details concerning the management and directors of the Company will be provided in a comprehensive press release when the parties enter into the Definitive Agreement and in the disclosure document to be prepared and filed in respect of the Acquisition.

Trading in First Responder Shares

Trading in the Company’s shares has been halted in compliance with the policies of the Exchange. Trading in the Company’s shares will remain halted pending the review of the proposed Acquisition by the Exchange and satisfaction of the conditions of the Exchange for resumption of trading. It is likely that trading in the shares of the Company will not resume prior to Closing.

Disclosure and Caution

Further details about the proposed Acquisition, the Bridge Financing, the Concurrent Financing and the Resulting Issuer will be provided in a comprehensive press release when the parties enter into the Definitive Agreement and in the disclosure document to be prepared and filed in respect of the Acquisition. Investors are cautioned that, except as disclosed in the disclosure document, any information released or received with respect to the Acquisition may not be accurate or complete and should not be relied upon.

All information provided in this press release relating to Airbeam has been provided by management of Airbeam and has not been independently verified by management of the Company.

As the date of this press release, the Company has not completed a Definitive Agreement with Airbeam and readers are cautioned that there can be no assurances that a Definitive Agreement will be executed, or that the Acquisition will be completed.

No securities regulatory authority has either approved or disapproved of the contents of this news release. The securities of the Company have not been, nor will they be, registered under the United States Securities

Act of 1933, as amended, or any state securities laws, and may not be offered or sold in the United States, or to or for the account or benefit of any person in the United States, absent registration or an applicable exemption from the registration requirements. This press release shall not constitute an offer to sell or the solicitation of an offer to buy any common shares in the United States, or in any other jurisdiction in which such offer, solicitation or sale would be unlawful.

On behalf of the Board of Directors,

“Robert F. Delamar”

Robert F. Delamar, CEO

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About First Responder Technologies Inc.

First Responder Technologies Inc. (the “**Company**”) is a technology development company that commercializes academic and internally developed intellectual property for use in the public safety market. The Company is developing a WiFi-based technology, based in part, on academic research licensed from Rutgers, the State University of New Jersey (“**Rutgers**”) that can be used to detect concealed weapons. The Company’s threat detection technology line of business was created to capture a significant portion of the global weapons detection systems market, and in particular, the global perimeter security detection market. In the Company’s view, WiFi-based threat detection technology may be utilized by a wide range of facilities, including schools, places of worship, shopping centres and theatres, to not only make their premises secure, but also reduce their cost of security, from the interior of a facility to the perimeter.

For more information visit: www.firstrespondertech.com or follow us on Twitter, LinkedIn and Facebook.

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CAUTION REGARDING FORWARD-LOOKING INFORMATION

Certain statements contained in this news release may constitute forward-looking information, including statements relating to the completion of the Acquisition, the proposed business of the Resulting Issuer, the completion of the Bridge Financing, the completion of the Concurrent Financing, the proposed directors and officers of the Resulting Issuer, the completion of the Consolidation, shareholder, director and regulatory approvals, and future press releases and disclosure. Forward-looking information is often, but not always, identified by the use of words such as “anticipate”, “plan”, “estimate”, “expect”, “may”, “will”, “intend”, “should”, and similar expressions. Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information. The actual results of the Company, Airbeam or the Resulting Issuer could differ materially from those anticipated in this forward-looking information as a result of regulatory decisions, competitive factors in the industries in which the Company and Airbeam operate, prevailing economic conditions, changes to the Company or Airbeam’s strategic growth plans, and other factors, many of which are beyond the control of the Company and Airbeam. Each of the Company and Airbeam believe that the expectations reflected in the forward-looking information are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking information should not be unduly relied upon. Any forward-looking information contained in this news release represents the Company and Airbeam’s expectations as of the date hereof, and is subject to change after such date. Each of the Company and Airbeam disclaim any intention or obligation to update or revise any forward-looking information whether as a result of new information, future events or otherwise, except as required by applicable securities legislation.

Neither the Canadian Securities Exchange nor its Regulation Services Provider (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release.