

Coloured Ties and First Responder Announce Share Exchange Agreement for Proposed Takeover Transaction of Quebec Pegmatite Corp.

Vancouver, British Columbia--(Newsfile Corp. - May 9, 2023) - Coloured Ties Capital Inc. (**TSXV: TIE**) ("**Coloured Ties**") and First Responder Technologies Inc. (**CSE: WPN**) (**OTC Pink: WPNNF**) (**FSE: 3WK**) ("**First Responder**"), are pleased to announce that First Responder has entered into a share exchange agreement dated May 8, 2023 (the "**Share Exchange Agreement**") with Quebec Pegmatite Corp. ("**QPC**"), a subsidiary of Coloured Ties in respect of a proposed business transaction (the "**Proposed Transaction**"). It is anticipated that the Proposed Transaction will constitute a "fundamental change" of First Responder in accordance with Policy 8 - *Fundamental Changes and Changes of Business* of the Canadian Securities Exchange (the "**CSE**").

About Quebec Pegmatite Corp.

Quebec Pegmatite is a North American junior mining exploration company that specializes in lithium exploration and owns 100% of two properties, with both located in Quebec's highly sought after lithium regions, James Bay and Mazérac.

Quebec Pegmatite's flagship properties are located in the James Bay and Mazérac regions, covering approximately 258 km². The Mazérac property (the "**Property**") is located about 50km southwest of the historic mining town Val-d'Or and easily accessible. The Property is located near Vision Lithium's Cadillac property and Winsome Resources' Decelles property. QPC plans aggressive and extensive exploration programs for 2023 to explore the lithium potential for the Property.

Summary of the Proposed Transaction

The Share Exchange Agreement provides that First Responder will acquire all of the issued and outstanding common shares of QPC (the "**QPC Shares**"), and shareholders of QPC will receive First Responder common shares (the "**First Responder Shares**") in exchange for their QPC Shares, resulting in a reverse takeover of First Responder by QPC.

It is intended that First Responder Shares will be issued to holders of QPC Shares on the basis of one (1) First Responder Share for every one (1) QPC Share at a deemed price of \$0.42 per First Responder Share, resulting in the issuance of an aggregate 11,000,000 First Responder Shares to the shareholders of QPC.

It is anticipated that First Responder will change its name to Quebec Pegmatite Holdings Corp. (the "**Name Change**"), and after closing of the Proposed Transaction, the resulting entity (the "**Resulting Issuer**") will continue the business of QPC, primarily focused on the exploration of the Property.

The First Responder Shares to be issued pursuant to the Proposed Transaction will be issued pursuant to exemptions from the prospectus requirements of applicable securities legislation. Certain common shares of the Resulting Issuer to be issued pursuant to the Proposed Transaction are expected to be subject to restrictions on resale or escrow under the policies of the CSE.

The completion of the Proposed Transaction remains subject to a number of terms and conditions, among other standard conditions for a transaction of this nature, including, among other things: (i) QPC delivering a NI 43-101 compliant technical report for the Property that is acceptable to the CSE and First Responder; (ii) the delivery of audited, unaudited and pro forma financial statements of each party that

are compliant with CSE policies; (iii) if required by the CSE, QPC delivering an independent valuation in form and content satisfactory to the CSE and First Responder; (iv) no material adverse changes occurring in respect of either First Responder or QPC; (v) the parties obtaining all necessary consents, orders and regulatory and shareholder approvals, including the conditional approval of the CSE and the TSXV subject only to customary conditions of closing; (vi) the Name Change and any other corporate changes requested by QPC, acting reasonably, shall have been implemented; and (vii) completion of the Concurrent Financing described below. There can be no assurance that all of the necessary regulatory and shareholder approvals will be obtained or that all conditions of closing will be met.

Upon completion of the Proposed Transaction, it is anticipated that the Resulting Issuer will be listed as a Mining Issuer on the CSE, with QPC as its primary operating subsidiary.

Concurrent Financing

In connection with the Proposed Transaction, QPC will arrange a concurrent non-brokered private placement of QPC Shares at \$0.25 per QPC Share for gross proceeds of up to \$1,250,000 (the "**Concurrent Financing**").

QPC may pay finder's fees in connection with the Concurrent Financing within the maximum amount permitted by the policies of the TSXV.

The proceeds of the Concurrent Financing will be used to fund the expenses of the Proposed Transaction and the Concurrent Financing and the working capital requirements of the Resulting Issuer.

Summary of Proposed Directors and Officers of the Resulting Issuer

In conjunction with and upon closing of the Proposed Transaction, the board of directors of the Resulting Issuer are expected to consist of five directors.

The first directors of the Resulting Issuer are expected to be Michael Stier, Kulwant Malhi, Preet Gill, Michael Kelly and Harveer Sidhu. These directors shall hold office until the first annual meeting of the shareholders of the Resulting Issuer following closing, or until their successors are duly appointed or elected. The first officers of the Resulting Issuer are expected to be Michael Stier (Chief Executive Officer) and Harry Nijjar (Chief Financial Officer), and such other officers as determined by QPC.

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

Michael Stier, Chief Executive Officer and Director

Educated in business management & finance, Mr. Stier has spent the past 15 years focused on and building expertise in capital markets. Experienced in corporate structure, finance, business development, IPO's, M&A, and wealth management, Mr. Stier served as a CIBC IROC licensed Senior Financial Advisor, senior analyst for a private equity company and more recently holds executive and directorship roles with private companies and publicly listed issuers. He has consulted in industries including mining, oil & gas, fintech, VR, eSports, health, life sciences and biotech. Mr. Stier acts for several other entities, including Independent Director of Rektron Group Inc., CEO & Director of New Leaf Ventures Inc. and is a Co-Founder and former CEO & Director of Optimi Health Corp.

Harry Nijjar, Chief Financial Officer

Mr. Nijjar is currently a Managing Director with Malaspina Consultants Inc. and provides CFO and strategic financial advisory services to his clients across many industries. This experience has allowed him to help his clients successfully navigate regulatory and financial environments within which they operate. Mr. Nijjar holds a CPA CMA designation from the Chartered Professional Accountants of British Columbia and a BComm from the University of British Columbia.

Kulwant Malhi, Director

Mr. Malhi is an experienced entrepreneur and the Founder of Bullrun Capital. He has fundraised \$300M+ in capital for startup companies and specializes in working with academia to advance impactful technology.

Preet Gill

Mrs. Gill is an accomplished business professional offering leading development and implementation of superior business strategy. She has a proven track record of identifying and creating profitable business opportunities, qualifying authentic prospects and cultivating strong partnerships. She has over 28 years of experience in leadership roles within Home Depot Canada. Mrs. Gill has an MBA from Royal Roads University as well as certificates in business leadership from Queen's University.

Michael Kelly

Mr. Kelly is a retired Royal Canadian Mounted Police Member and respected businessman based in Kelowna, British Columbia.

Harveer Sidhu

Mr. Sidhu is the founder of BuildSmartr.com Inc (est. 2017). Harveer has experience in serving as a director and officer for publicly listed companies and is experienced in manufacturing, import and exporting, information technology systems, e-commerce and construction project management. Harveer holds a Bachelor's degree from Simon Fraser University and is a licensed builder with BC Housing since 2014.

Other Information relating to the Proposed Transaction

The Proposed Transaction is not a "related party transaction" as such term is defined by Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions*.

No finder's fees are expected to be payable in connection with the Proposed Transaction.

The Proposed Transaction will require the approval of the shareholders of QPC. In accordance with the policies of the CSE, the First Responder Shares are not currently trading and will not resume trading until such time as the CSE determines, which, depending on the policies of the CSE, may not occur until completion of the Proposed Transaction.

Additional information concerning the Proposed Transaction, First Responder, QPC and the Resulting Issuer will be provided once determined in a subsequent news release and in the Listing Statement to be filed by First Responder in connection with the Proposed Transaction and which will be available in due course under First Responder's SEDAR profile at www.sedar.com.

For further information please contact:

First Responder Technologies Inc.

info@firstrespondertech.com

+1-604-805-4602

Coloured Ties Capital Inc.

Kal Malhi Chief Executive Officer

kal@bullruncapital.ca

About First Responder Technologies Inc.

First Responder is a technology development company that commercializes academic and internally

developed intellectual property for use in the public safety market. For more information visit: www.firstresponderstech.com or follow us on Twitter, LinkedIn and Facebook.

About Coloured Ties Capital Inc.

Coloured Ties Capital is a TSX-V listed issuer that invests in early-stage commercial ventures and provides investee companies with capital market access and advisory services. The Company offers investors an opportunity to participate in early-stage opportunities that are often only offered to high net worth or institutional investors via investment in the Company's common shares listed on the TSX Venture Exchange under symbol V.TIE. Coloured Ties Capital is a 2022 TSXV 50 Company.

Completion of the Proposed Transaction is subject to a number of conditions, including but not limited to, CSE acceptance and if applicable pursuant to CSE policies. Where applicable, the Proposed Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Proposed Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the Proposed Transaction, any information released or received with respect to the Proposed Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of First Responder should be considered highly speculative.

The CSE and TSXV have in no way passed upon the merits of the Proposed Transaction and has neither approved nor disapproved the contents of this press release.

All information contained in this news release with respect to First Responder and QPC was supplied by the parties, respectively, for inclusion herein, and First Responder and its respective directors and officers have relied on QPC for any information concerning such party.

This news release does not constitute an offer to sell or a solicitation of an offer to sell any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

Forward-Looking Information

This press release contains "forward-looking information" within the meaning of applicable Canadian securities legislation. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations (including negative and grammatical variations) of such words and phrases or state that certain acts, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved".

Forward-looking information in this press release may include, without limitation, statements relating to: the completion of the Proposed Transaction, the proposed business of the Resulting Issuer, degree to which historical results are reflective of actual mineral resources, the completion of the proposed Concurrent Financing and the use of proceeds therefrom, the completion a NI 43-101 technical report for the Property, the proposed directors and officers of the Resulting Issuer, obtaining regulatory approval for the completion of the Name Change, shareholder and regulatory approvals, and future press releases and disclosure.

These statements are based upon assumptions that are subject to significant risks and uncertainties,

including risks regarding the mining industry, commodity prices, market conditions, general economic factors, management's ability to manage and to operate the business, and explore and develop the projects, of the Resulting Issuer, and the equity markets generally. Because of these risks and uncertainties and as a result of a variety of factors, the actual results, expectations, achievements or performance of each of First Responder and QPC may differ materially from those anticipated and indicated by these forward-looking statements. Any number of factors could cause actual results to differ materially from these forward-looking statements as well as future results. Although each of First Responder and QPC believes that the expectations reflected in forward looking statements are reasonable, they can give no assurances that the expectations of any forward-looking statements will prove to be correct. Except as required by law, each of First Responder and QPC disclaims any intention and assume no obligation to update or revise any forward-looking statements to reflect actual results, whether as a result of new information, future events, changes in assumptions, changes in factors affecting such forward-looking statements or otherwise.

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