

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

First Responder Technologies Inc. (“**First Responder**” or the “**Company**”)
10589 Ladner Trunk Road
Delta, BC V4G 1K2

Item 2. Date of Material Change

May 8, 2023.

Item 3. News Release

News Release dated May 9, 2023 was disseminated via Newsfile and filed on SEDAR on May 9, 2023.

Item 4. Summary of Material Change

The Company has entered into a share exchange agreement dated May 8, 2023 with Quebec Pegmatite Corp. (“**Quebec Pegmatite**”), a subsidiary of Coloured Ties Capital Inc. (“**Coloured Ties**”) in respect of a proposed business transaction.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company has entered into a share exchange agreement dated May 8, 2023 (the “**Share Exchange Agreement**”) with Quebec Pegmatite, 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 Pegamatite 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. Quebec Pegmatite 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 Quebec Pegmatite (the “**QPC Shares**”), and shareholders of Quebec Pegmatite 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 Quebec Pegmatite.

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 Quebec Pegmatite.

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 Quebec Pegmatite, 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) Quebec Pegmatite 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, Quebec Pegmatite 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 Quebec Pegmatite; (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 Quebec Pegmatite, 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 Quebec Pegmatite as its primary operating subsidiary.

Concurrent Financing

In connection with the Proposed Transaction, Quebec Pegmatite 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**”).

Quebec Pegmatite 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 Quebec Pegmatite.

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 Rekrtron 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 Quebec Pegmatite. 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, Quebec Pegmatite 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.

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

None.

Item 8. Executive Officers

The following senior officer of the Company is knowledgeable about the material change and this Material Change Report and may be contacted:

Kal Malhi, Chief Executive Officer
Tel: 604-805-4602

Item 9. Date of Report

DATED at Vancouver, BC, this 18th day of May, 2023.