

## FORM 51-102F3

### MATERIAL CHANGE REPORT

#### **Item 1 Name and Address of Company**

Draganfly Inc. (“**Draganfly**” or the “**Company**”)  
2108 St. George Avenue  
Saskatoon, Saskatchewan S7M 0K7

#### **Item 2 Date of Material Change**

November 5, 2019  
November 7, 2019

#### **Item 3 News Release**

News releases dated November 5, 2019 and November 7, 2019 were disseminated to the Canadian Securities Exchange and through various other approved public media and filed on SEDAR with applicable securities commissions.

#### **Item 4 Summary of Material Change(s)**

On November 5, 2019, the Company announced that it will begin trading on the Canadian Securities Exchange (“**CSE**”) under ticker symbol “**DFLY**”.

Also on November 5, 2019, the Company also announced the grant of stock options and restricted share units (“**RSUs**”) to certain officers, directors and employees of the Company. Incentive stock options to purchase up to 2,925,000 common shares were granted to officers, directors and employees of the Company, pursuant to the Company's share compensation plan, exercisable at a price of \$0.50 per common share. The options shall have a term of 10 years and vest in three equal tranches, on the first, second and third anniversaries of the date of grant. In addition, 2,925,000 RSUs were awarded to officers, directors and employees pursuant to the Company's share compensation plan. The RSUs shall vest in three equal tranches, on the first, second and third anniversaries of the date of grant.

On November 7, 2019 the Company announced that its Board of Directors has appointed Mr. Andrew Hill Card Jr. as a Director of the Company effective immediately. Mr. Andy Card, the second longest tenured White House Chief of Staff, has served in senior government roles under three U.S. Presidents.

#### **Item 5 Full Description of Material Change**

##### **5.1 Full Description of Material Change**

On November 5, 2019, the Company announced that it will begin trading on the CSE under ticker symbol “**DFLY**”.

Also on November 5, 2019, the Company announced the grant of stock options and RSUs to certain officers, directors and employees of the Company. Incentive stock options to purchase up to 2,925,000 common shares were granted to officers, directors and employees of the Company, pursuant to the Company's share compensation plan,

exercisable at a price of \$0.50 per common share. The options shall have a term of 10 years and vest in three equal tranches, on the first, second and third anniversaries of the date of grant. In addition, 2,925,000 RSUs were awarded to officers, directors and employees pursuant to the Company's share compensation plan. The RSUs shall vest in three equal tranches, on the first, second and third anniversaries of the date of grant

On November 7, 2019 the Company announced that its Board of Directors has appointed Mr. Andrew Hill Card Jr. as a Director of the Company effective immediately.

**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***

Paul Sun, Chief Financial Officer & Corporate Secretary  
Tel: 1.800.979.9794

***Item 9 Date of Report***

November 14, 2019