

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1: Name and Address of Company

RDARS Inc. (the “Company”)
2 Covington Road, Suite 507
North York, Ontario
M6A 3E2

Item 2: Date of Material Change

September 6, 2022.

Item 3: News Release

The news release was disseminated via Newswire on September 6, 2022 and was filed on SEDAR at www.sedar.com.

Item 4: Summary of Material Change

On September 6, 2022, the Company received final approval from the Canadian Securities Exchange (the “CSE”) for listing of its common shares (the “Common Shares”) which are expected to commence trading on the CSE on September 7, 2022 under the symbol “RDRS”.

In addition, the Company announced that it has entered into employment agreements with the CEO and CFO of the Company, transitioning them from management services arrangements, with compensation terms similar to as disclosed in the Company’s final long-form prospectus dated August 26 2022, available under the Company’s profile on SEDAR at www.sedar.com.

As part of the employment agreements, and pursuant to the terms and conditions of the Company’s stock option plan, the Company’s Board of Directors has approved the grant of 7,500,000 stock options. The options expire five years from the date of grant and are exercisable at a price of \$0.05 per Common Share.

Finally, as part of the subscription receipt financing completed by the Company in March 2022, the Company issued 92,000 Common Shares at a deemed price of \$0.05 per Common Share, in lieu of a cash commission to an arm’s length registered finder. These Common Shares are subject to the statutory restriction on resale for four months and one day.

Item 5.1: Full Description of Material Change

See Item 4 above.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6: Reliance on subsection 7.1(2) of National Instrument 51-102 (Confidentiality)

Not applicable.

Item 7: Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8: Executive Officer

For additional information with respect to this material change, the following person may be contacted:

Charles Zwebner
Chief Executive Officer
Tel: (786) 564-5602 or by Email: charles.zwebner@rdars.com

Item 9: Date of Report

September 15, 2022.

RDARS To Commence Trading on the CSE on September 7

Toronto, Ontario--(Newsfile Corp. - September 6, 2022) - RDARS Inc. (CSE: RDRS) ("**RDARS**" or the "**Company**"), an early-stage autonomous robotics and drone technology company in the process of developing various autonomous technologies including a drone which augments security systems for residential, commercial and industrial applications, announced today that it has received final approval from the Canadian Securities Exchange (the "**CSE**") for listing of its common shares (the "**Common Shares**") which are expected to commence trading on the CSE on September 7, 2022 under the symbol "**RDRS**".

"The listing of our shares on the Canadian Securities Exchange is an important step in accelerating our commercialization plans by gaining the requisite exposure in North American capital markets to fund our growth," said Charles Zwebner, CEO of RDARS.

Furthermore, the Company is pleased to announce it has entered into employment agreements with the CEO and CFO of the Company, transitioning them from management services arrangements, with compensation terms similar to as disclosed in the Company's final long-form prospectus dated August 25, 2022, available under the Company's profile on SEDAR at www.sedar.com.

Furthermore, as part of the employment agreements, and pursuant to the terms and conditions of the Company's stock option plan, the Company's Board of Directors has approved the grant of 7,500,000 stock options. The options expire five years from the date of grant and are exercisable at a price of \$0.05 per Common Share.

Finally, as part of the subscription receipt financing completed by the Company in March 2022, the Company has issued 92,000 Common Shares at a deemed price of \$0.05 per Common Share, in lieu of a cash commission to an arm's length registered finder. These Common Shares are subject to a statutory restriction on resale for four months and one day.

About RDARS

RDARS is an early-stage autonomous robotics and drone technology company in the process of developing various autonomous technologies including a drone which augments security systems for residential, commercial and industrial applications. RDARS offers proprietary autonomous robotic platforms including a drone aircraft, drone station and unmanned autonomous ground vehicle technology solution that enable real-time alarm response, verification, intervention, reporting, and evidence recording. To learn more, visit rdars.com.

For further information, please contact:

Charles Zwebner, Chief Executive Officer: charles.zwebner@rdars.com

Forward-Looking Information

This news release contains forward-looking information and forward-looking statements, within the meaning of applicable Canadian securities legislation, and forward-looking statements, within the meaning of applicable United States securities legislation (collectively, "**forward-looking statements**"), which reflects management's expectations regarding RDARS' future growth, results from operations (including, without limitation, future production and capital expenditures), performance (both operational and financial) and business prospects and opportunities. Wherever possible, words such as "predicts", "projects", "targets", "plans", "expects", "does not expect", "budget", "scheduled", "estimates", "forecasts", "anticipate" or "does not anticipate", "believe", "intend" and similar expressions or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur

or be achieved, or the negative or grammatical variation thereof or other variations thereof, or comparable terminology have been used to identify forward-looking statements. These forward-looking statements include, among other things, statements relating to: the Company's business plans and outlook. Forward-looking statements are not a guarantee and are based on a number of estimates and assumptions management believes to be relevant and reasonable. For more information on these risks please see the Prospectus.

To view the source version of this press release, please visit
<https://www.newsfilecorp.com/release/136073>