

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

**Item 1 Name and Address of Company**

Plurilock Security Inc. (the "**Company**")  
1021 West Hastings Street  
MNP Tower, 9<sup>th</sup> Floor  
Vancouver, British Columbia, V6E 0C3

**Item 2 Date of Material Change**

November 2, 2021, November 4, 2021 and November 10, 2021

**Item 3 News Release**

The Company disseminated news releases dated November 2, 2021, November 4, 2021 and November 10, 2021, through Newsfile and copies were subsequently filed on SEDAR.

**Item 4 Summary of Material Change**

On November 2, 2021, the Company announced that it entered into an agreement with Leede Jones Gable Inc. ("**LJG**"), on behalf of a syndicate of underwriters including PI Financial Corp. and Paradigm Capital Inc. (collectively with LJG, the "**Underwriters**"). Under the agreement, the Underwriters agreed to purchase from the Company, on a bought deal basis pursuant to the filing of a short form prospectus supplement dated November 4, 2021 (the "**Prospectus Supplement**"), 8,000,000 common shares of the Company (the "**Shares**") at a price of \$0.50 per Offered Share (the "**Offering Price**") for gross proceeds of \$4 million (the "**Offering**").

The Underwriters were also granted an option (the "**Over-Allotment Option**"), exercisable in whole or in part and from time to time, at any time until 30 days after the closing of the Offering, to purchase from the Company up to 1,200,000 additional common shares at the Offering Price for additional gross proceeds of up to \$600,000.00 to the Company.

On November 4, 2021, the Company announced the passing of board director Molly Falconer de Ramel.

On November 10, 2021, the Company closed the Offering. Pursuant to the Offering, the Company issued an aggregate of 9,200,000 Shares at the Offering Price for aggregate gross proceeds of \$4,600,000.00, including the exercise in full of the Over-Allotment Option.

Insiders of the Company purchased 80,000 Shares under the Offering, which constituted a "related party transaction" within the meaning of Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ("**MI 61-101**").

## Item 5 Full Description of Material Change

### 5.1 Full Description of Material Change

On November 2, 2021, the Company announced that it entered into an agreement with LJG, on behalf of a syndicate of Underwriters, pursuant to which the Underwriters agreed to purchase from the Company, on a bought deal basis pursuant to the filing of the Prospectus Supplement, 8,000,000 Shares at the Offering Price for gross proceeds of \$4 million.

The Underwriters were also granted the Over-Allotment Option, exercisable in whole or in part and from time to time, at any time until 30 days after the closing of the Offering, to purchase from the Company up to 1,200,000 additional common shares at the Offering Price for additional gross proceeds of up to \$600,000.00 to the Company.

The Shares were offered in each of the provinces of Canada, excluding Quebec, pursuant to the Prospectus Supplement to the Company's short form base shelf prospectus dated May 31, 2021 (the "**Base Shelf Prospectus**") and by private placement to eligible purchasers resident in jurisdictions other than Canada that are mutually agreed by the Company and LJG. The Shares were not offered or sold in the United States or to U.S. persons except pursuant to Rule 144A or in such other manner as to not require registration under the United States Securities Act of 1933, as amended. The Prospectus Supplement was filed with the securities commissions or similar securities regulatory authorities in each of the provinces of Canada, excluding Quebec. The Prospectus Supplement and the Base Shelf Prospectus contain important detailed information about the Company and the Offering.

On November 4, 2021, the Company announced the passing of board director Molly Falconer de Ramel, who joined the board of directors of the Company in March 2021.

On November 10, 2021, the Company closed the Offering, consisting of 9,200,000 Shares at the Offering Price for aggregate gross proceeds of \$4.6 million, including the exercise in full of the Over-Allotment Option. The proceeds raised from the sale of Shares under the Offering are expected to be used by the Company for general working capital, research and development, marketing and general corporate purposes.

The Offering was completed pursuant to an underwriting agreement (the "**Underwriting Agreement**") entered into among the Company and the Underwriters dated November 4, 2021.

Pursuant to the Underwriting Agreement, the Company paid the Underwriters a cash commission of \$263,550.00 and issued 527,100 underwriters' warrants (the "**Underwriters' Warrants**"). Each Underwriters' Warrant is exercisable for one Share at the Offering Price for a period of 36 months following the closing of the Offering.

Insiders of the Company purchased 80,000 Shares under the Offering, which constituted a "related party transaction" within the meaning of MI 61-101. The issuance to the insiders is exempt from the formal valuation and the minority shareholder approval requirements of MI 61-101 as the fair market value of the Shares issued to,

or the consideration paid by, such insiders did not exceed 25% of the Company's market capitalization.

**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**

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

**Item 8 Executive Officer**

Roland Sartorius, CFO  
Tel: 604-889-8476  
Email: roland.sartorius@plurilock.com

**Item 9 Date of Report**

November 10, 2021

**Forward Looking Statements**

This report contains certain "forward-looking statements" within the meaning of such statements under applicable securities law. Forward-looking statements are frequently characterized by words such as "anticipates", "plan", "continue", "expect", "project", "intend", "believe", "anticipate", "estimate", "may", "will", "potential", "proposed", "positioned" and other similar words, or statements that certain events or conditions "may" or "will" occur. The forward-looking information contained in this report includes expectations about the Company's business plans and the use of proceeds of the Offering. These statements are only predictions. Various assumptions were used in drawing the conclusions or making the projections contained in the forward-looking statements throughout this report. Forward-looking statements are based on the opinions and estimates of management at the date the statements are made and are subject to a variety of risks, including those risk factors identified in the Base Shelf Prospectus and Prospectus Supplement, and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. The Company is under no obligation, and expressly disclaims any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as expressly required by applicable law.