

FORM 51-102F3

MATERIAL CHANGE REPORT

ITEM 1. NAME AND ADDRESS OF ISSUER

Gatekeeper Systems Inc. (the "Issuer")
301 – 31127 Wheel Avenue
Abbotsford, BC, V2T 6H1

ITEM 2. DATE OF MATERIAL CHANGE

October 17, 2019

ITEM 3. NEWS RELEASE

A news release dated October 17, 2019 was disseminated through the facilities of The Newsfile Corp. and filed on the System for Electronic Document Analysis and Retrieval (SEDAR).

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Issuer announced that its wholly-owned subsidiary, Gatekeeper Systems USA Inc., located in Bristol, PA, has been contracted by Southeastern Pennsylvania Transit Authority ("SEPTA") to provide annually recurring vehicle video system maintenance services for SEPTA's approximately 3,000 vehicles.

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

See attached.

ITEM 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

Kelsey Chin, Chief Financial Officer
(604) 719-5614

ITEM 9. DATE OF REPORT

Dated this 17th day of October, 2019.

GATEKEEPER

Gatekeeper Awarded Annually Recurring Video Service Contract for SEPTA's 3,000 Vehicles of C\$11.8M over 5 years

Abbotsford, BC, October 17th, 2019 - Gatekeeper Systems Inc. ("Gatekeeper" or the "Company") (TSX.V: GSI; OTC: GKPRF; FSE: 1GK), a leading provider of high definition video surveillance systems developed to protect people in transit, is pleased to announce that its wholly-owned subsidiary, Gatekeeper Systems USA Inc., located in Bristol, PA, has been contracted by Southeastern Pennsylvania Transit Authority ("SEPTA") to provide annually recurring vehicle video system maintenance services for SEPTA's approximately 3,000 vehicles.

This annually recurring contract is valued at approximately C\$2.36 million per year. SEPTA has approved an initial three year service term beginning in November 2019 for approximately C\$7.1 million, plus two one-year extension options, for a total potential contract value of up to C\$11.8 million over five years.

SEPTA is the sixth largest public transportation system in the U.S., providing over 300 million annual passenger rides for nearly 4 million people in Philadelphia. SEPTA is actively using video evidence as protection against fraudulent claims and has installed more than 27,000 video cameras on vehicles and in stations.

Doug Dymont, President and CEO commented, "We are extremely pleased to be awarded the vehicle video system maintenance contract from SEPTA. Our relationship with SEPTA began approximately 18 months ago when we made the strategic decision to expand our efforts in the US transit industry. Since then, we have won several transit-related contracts which has driven significant growth in our company. Gatekeeper's vision to add layers of recurring revenue streams to our business model is being executed on by our team. Our innovations in video management and analytics, together with our excellent customer service, has been validated by way of this contract and we are proud to be SEPTA's video solutions provider."

About Gatekeeper Systems Inc.

Gatekeeper provides wireless high-resolution video security and safety solutions for in-transit applications, including school buses, municipal transit, first response, and the military. The Company offers wireless live-streaming video surveillance, video analytics, driver monitoring, and incident management solutions to help protect school children, public transit users, and employees on the move. The Company has unique photo enforcement and auto-ticketing solutions to deter stop-arm violations and protect school children. Gatekeeper has installed over 100,000 video devices for more than 3,500 customers throughout North America. www.gatekeeper-systems.com

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Cautionary Note Regarding Forward-Looking Statements: Certain statements made in this press release that are not historical facts are forward-looking statements and are subject to important risks, uncertainties and assumptions, both general and specific, which give rise to the possibility that actual results or events could differ materially from our expectations expressed in or implied by such forward-looking statements. As a result, we cannot guarantee that any forward-looking statement will materialize, and readers are cautioned not to place undue reliance on these forward-looking statements. For more exhaustive information on these risks and uncertainties, the reader should refer to the risk factors described in the management's discussion and analysis for the period ended May 31, 2019. The forward-looking statements contained in this press release represent our expectations as of the date hereof. We disclaim any intention and assume no obligation to update or revise any forward-looking statements. Forward-looking statements are presented for the purpose of providing information about management's current expectations and plans and allowing investors and others to obtain a better understanding of our anticipated operating environment. Readers are cautioned that such information may not be appropriate for other purposes. The Company undertakes no obligations to update or revise such statements to reflect new circumstances or unanticipated events as they occur, unless required by applicable law.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.