

FORM 62-103F1

***REQUIRED DISCLOSURE UNDER THE EARLY WARNING REQUIREMENTS***

**Item 1 - Security and Reporting Issuer**

- 1.1 ***State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.***

This report relates to the common shares of Quebec Pegmatite Holdings Corp. (formerly First Responder Technologies Inc.) (“**QPHC**”), with a head office located at the following address:

Suite 10589 Ladner Trunk Road  
Delta, British Columbia  
V4G 1K2

- 1.2 ***State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.***

The transaction that triggered the requirement to file the report was carried out in a private transaction and not through any market.

**Item 2 - Identity of the Acquiror**

- 2.1 ***State the name and address of the acquiror.***

Coloured Ties Capital Inc. (the “**Acquiror**”)  
1500-1055 West Georgia St.  
Vancouver, British Columbia  
V6E 4N7

- 2.2 ***State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.***

On February 21, 2024, pursuant to a share exchange agreement dated May 8, 2023, as amended, QPHC acquired all of the issued and outstanding common shares (the “**QPC Shares**”) of Quebec Pegmatite Corp. (“**QPC**”). The Acquiror was a shareholder of QPC. In consideration for their QPC Shares, the shareholders of QPC, including the Acquiror, received common shares in the capital of QPHC (the “**QPHC Shares**”) on a one-for-one basis, resulting in a reverse takeover of QPHC by QPC (the “**Transaction**”). The Transaction constituted a “fundamental change” of QPHC in accordance with Policy 8 – *Fundamental Changes and Changes of Business* of the Canadian Securities Exchange (the “**CSE**”). In connection with the Transaction, QPHC changed its name from First Responder Technologies Inc. to Quebec Pegmatite Holdings Corp.

An aggregate of 18,833,333 QPC Shares were issued to QPHC, resulting in the issuance of an aggregate 18,833,333 QPHC Shares to the former shareholders of QPC, including the issuance of 10,000,000 QPHC Shares (the “**Acquired Shares**”) to the Acquiror.

The Acquired Shares are held in escrow pursuant to an escrow agreement dated February 21, 2024 among QPHC, Computershare Investor Services and the Acquiror (the “**Escrow Agreement**”). The Acquired Shares will continue to be held and will be released from escrow as follows: 10% of the

Acquired Shares will be released on the date the QPHC Shares are listed for trading on the CSE, followed by six subsequent releases of 15% every six months thereafter.

2.3 ***State the names of any joint actors.***

Not applicable.

**Item 3 - Interest in Securities of the Reporting Issuer**

3.1 ***State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file the report and the change in the acquiror's securityholding percentage in the class of securities.***

Prior to the acquisition, the Acquiror did not beneficially own or control any securities of QPHC. Upon closing the Transaction, the Acquiror acquired 10,000,000 QPHC Shares. Upon completion of the Transaction, the Acquirors' securityholding percentage in QPHC Shares increased from 0% to approximately 34.5% of the issued and outstanding QPHC Shares on a non-diluted basis.

3.2 ***State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file the report.***

The Acquirors acquired ownership of the securities that triggered the requirement to file this report. See Items 2.2 and 3.1 above.

3.3 ***If the transaction involved a securities lending arrangement, state that fact.***

Not applicable.

3.4 ***State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.***

Immediately prior to the Transaction, the Acquiror beneficially owned or otherwise exercised control or direction over nil QPHC Shares and nil securities exercisable into QPHC Shares.

Following completion of the Transaction, the Acquiror owns or has control over 10,000,000 QPHC Shares, representing approximately 34.5% of the issued and outstanding QPHC Shares on an undiluted basis.

3.5 ***State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which***

***(a) the acquiror, either alone or together with any joint actors, has ownership and control,***

See items 2.2, 2.3, and 3.4 above.

***(b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and***

Not applicable.

- (c) *the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.*

Not applicable.

- 3.6 *If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.*

Not applicable.

- 3.7 *If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.*

*State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.*

Not applicable.

- 3.8 *If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.*

Not applicable.

#### **Item 4 - Consideration Paid**

- 4.1 *State the value, in Canadian dollars, of any consideration paid or received per security and in total.*

The Acquiror acquired the Acquired Shares on a one-for-one basis in exchange for its previously held 10,000,000 QPC Shares.

- 4.2 *In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.*

See Items 2.2 and 4.1 above.

- 4.3 *If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.*

The Acquired Shares were acquired pursuant to a share exchange. See Items 2.2 and 4.1 above.

## Item 5 - Purpose of the Transaction

*State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:*

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;*
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;*
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;*
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;*
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;*
- (f) a material change in the reporting issuer's business or corporate structure;*
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;*
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;*
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;*
- (j) a solicitation of proxies from securityholders;*
- (k) an action similar to any of those enumerated above.*

The Acquiror holds the Acquired Shares for investment purposes. The Acquiror may, depending on market and other conditions, increase or decrease its beneficial ownership of QPHC's securities, whether in the open market, by privately negotiated agreements or otherwise, subject to a number of factors, including general market conditions and other available investment and business opportunities.

## Item 6 - Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

*Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of*

*proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.*

The Acquired Shares are held in escrow pursuant to the Escrow Agreement. The Acquired Shares will be continue to be held in and will be released from escrow as follows: 10% will be released on the date the QPHC Shares are listed for trading on the CSE, followed by six subsequent releases of 15% every six months thereafter. See Item 2.2 above.

#### **Item 7 - Change in Material Fact**

*If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.*

Not applicable.

#### **Item 8 - Exemption**

*If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.*

Not applicable.

#### **Item 9 - Certification**

I, as the acquiror, certify, or I, as the agent filing the report on behalf of an acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Dated this 29th Day of February 2024.

**COLOURED TIES CAPITAL INC.**

By: (signed) "Kal Malhi"  
Kal Malhi  
Chief Executive Officer