

BC FORM 51-102F3

Securities Act

MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE ACT

Item 1. Reporting Issuer

Frequency Exchange Corp. (the “**Company**”)
Suite 2050 – 1055 West Georgia Street
PO Box. 11121
Vancouver, BC V6E 3P3

Item 2. Date of Material Change

August 29, 2023

Item 3. News Release

Issued on August 29, 2023 at Vancouver, BC, Canada.

Item 4. Summary of Material Change

Frequency Exchange Corp. announce that it has closed the previously announced non-brokered private placement of units of the Company at a price of \$0.10 per Unit.

Item 5. Full Description of Material Change

See attached press release.

Item 6. Reliance on Section 85(2) of the Act

N/A

Item 7. Omitted Information

None

Item 8. Senior Officers

The following senior officers of the Issuer are knowledgeable about the material change and may be contacted by the Commission at the address and telephone number:

Stephen Davis
President & CEO
(250) 732-7170

Hari Varshney
Director & CFO
(604) 684-2181

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

Dated this 29th Day of August, 2023

"Hari Varshney"

Hari Varshney

Name

CFO & Director

Position / Title

Vancouver, B.C.

Place of Declaration

Not for distribution to U.S. newswire services or for dissemination in the United States

FOR IMMEDIATE RELEASE

FREQUENCY EXCHANGE ANNOUNCES PRIVATE PLACEMENT CLOSING

Vancouver, British Columbia, Canada – August 29, 2023 – Frequency Exchange Corp. (“Frequency Exchange” or the “Company”) (TSXV: FREQ) is pleased to announce that, further to its news release dated August 4, 2023, it has closed the previously announced non-brokered private placement (the “Private Placement”) of units of the Company (the “Units”) at a price of \$0.10 per Unit. At closing, the Company issued 4,738,171 Units for gross proceeds of \$473,817.

Each Unit is comprised of one common share and one common share purchase warrant (the “Warrant”) having an exercise price of \$0.15 per Warrant for a period of 24 months from the date of closing of the Private Placement (“Closing Date”). All of the securities issued in connection with the closing of the Private Placement are subject to a statutory four-month hold expiring on December 30, 2023.

In the event that during the 24 month period following the Closing Date, the volume-weighted average trading price of the Common Shares on the TSX Ventures Exchange is at least \$0.50 per common share for any period of 10 consecutive trading days, the Company may, at its sole option, accelerate the expiry date of Warrants to a date that is not less than twenty-one (21) days following the date upon which the notice of the accelerated expiry date is provided by the Company by way of news release.

One insider of the Company participated in the Private Placement in the amount of \$188,817. The transaction with the insider of the Company, constitutes a “related party transaction” as defined under Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions (“MI 61-101”). The Company is relying on the exemptions under section 5.5(a) and section 5.7(1)(a) from the formal valuation and minority shareholder approval requirements of MI 61-101, as the fair market value of the Units issued to the related party and the consideration paid by the related party under the Private Placement does not exceed 25% of Company’s market capitalization, as determined in accordance with MI 61-101. The Company did not file a material change report in respect of the related party transactions at least 21 days before the closing of the Private Placement, as the details of the participation by related party of the Company were not settled until shortly prior to closing of the Private Placement. The proceeds from the Private Placement will be used for inventory purchases and general working capital purposes.

The Private Placement is subject to TSX Venture Exchange final approval.

About the Company

Based in British Columbia, Canada, FREmedica is focused on the development and global commercialization of a wearable Frequency Delivery System providing specialized programs designed for health and wellness as well as performance enhancement. NIKKI is the fifth-generation Frequency Delivery System released by the Company, initially to help clients with chronic Lyme disease. This wearable frequency technology is the product of years of research and development applying the latest in bioenergetic science.

www.WeAreNikki.com

www.Fremedica.com

www.FrequencyExchangeCorp.com

For more information, please contact:

Frequency Exchange Corp.
Stephen Davis
CEO & Director
250-732-7170

FREmedica Technologies Inc.
Nicole Sullivan
President
nicole@fremedica.com

Disclaimer for Forward-Looking Information

This news release includes certain forward-looking statements and forward-looking information (collectively, “forward-looking statements”) within the meaning of applicable Canadian securities legislation including the proposed Private Placement and use of

proceeds. The use of any of the words "expect", "anticipate", "continue", "estimate", "objective", "may", "will", "project", "should", "believe", "plans", "intends" and similar expressions are intended to identify forward-looking information or statements. The forward-looking statements and information are based on certain key expectations and assumptions made by the Company. Although the Company believes that the expectations and assumptions on which such forward-looking statements and information are based are reasonable, undue reliance should not be placed on the forward-looking statements and information because the Company can give no assurance that they will prove to be correct. Since forward-looking statements and information address future events and conditions, by their very nature they involve inherent risks and uncertainties. Forward-looking information in this news release includes statements concerning the Company's general business plans. Actual results could differ materially from those currently anticipated due to a number of factors and risks. Factors that could materially affect such forward-looking information are described in the risk factors in the Final Prospectus, and the schedules attached thereto, that are available on the Company's profile on SEDAR at www.sedar.com.

Readers are cautioned that the foregoing list of factors is not exhaustive. The forward-looking statements included in this news release are expressly qualified by this cautionary statement. The forward-looking statements and information contained in this news release are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so 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.