

**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**

September 18, 2024

**Item 3. News Release**

News release dated September 18, 2024 was disseminated and subsequently filed on SEDAR+ and through the facilities of Stockwatch.

**Item 4. Summary of Material Change**

Frequency Exchange Corp. announces that, it has closed the third tranche of its non-brokered private placement raising proceeds in aggregate of \$280,000.05.

**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 18<sup>th</sup> Day of September, 2024

"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 CLOSES FINAL TRANCHE OF PRIVATE PLACEMENT

**Vancouver, British Columbia, Canada – September 18, 2024 – Frequency Exchange Corp. (“Frequency Exchange” or the “Company”) (TSXV: FREQ)** is pleased to announce that, further to its news releases dated April 17, 2024, April 30, 2024 and July 31, 2024, it has closed the third and final tranche (the “Final Tranche”) of its private placement (the “Private Placement”).

In connection with the closing of the Final Tranche, the Company issued an additional 1,866,667 units (the “Units”) at a price of \$0.15 per unit for proceeds of \$280,000.05, bringing the total Private Placement to 5,087,178 Units for aggregated proceeds of \$763,076.70 when combined with the two previous closings subject to final approval from the TSX Venture Exchange (“TSXV”).

Each Unit consisted of one common share and one common share purchase warrant (the “Warrant”) having an exercise price of \$0.25 per Warrant and a term of 24 month from the date of issuance. The Warrants are subject to an acceleration clause, whereby if the volume-weighted average trading price of the Common Shares on the TSX Venture Exchange is at least \$0.40 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 the date that is not less than twenty-one (21) days following the date upon which notice of the accelerated expiry date is provided by the Company by way of news release.

The Company intends to use the proceeds from the Private Placement for general corporate, working capital purposes, paying down liabilities and for marketing initiatives.

In connection with the closing of the Final Tranche, the Company issued 60,000 finder’s warrants (the “Finder’s Warrants”) having the same terms as the Warrants and paid a cash commission of \$9,000 to Canaccord Genuity Corp.

All securities issued in connection with the Third tranche of the Private Placement are subject to a statutory hold period expiring January 19, 2025.

The securities described herein have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”), or any state securities laws, and accordingly, may not be offered or sold within the United States or to US persons except in compliance with the registration requirements of the U.S. Securities Act and applicable state securities requirements or pursuant to exemptions therefrom. No securities regulatory authority has reviewed or approved of the contents of this news release. This press release does not constitute an offer to sell or a solicitation to buy any securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

### About the Company

Based in British Columbia, Canada, Frequency Exchange is focused on the development and global commercialization of a wearable Frequency Delivery System. Our specialized frequency sets are designed to enhance wellness and improve performance. The brand “NIKKI” is the third generation of wearable technology created by the Company. Now we have one frequency delivery system we call “NIKKI”, which means “The Victor of The People” that can be used in multiple ways including Lyme disease. This wearable technology combined with the frequency sets is the result of years of development and experimentation with advanced bioenergetic technology.

[www.WeAreNikki.com](http://www.WeAreNikki.com)

[www.FrequencyExchangeCorp.com](http://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.sullivan@wearenikki.com](mailto:Nicole.sullivan@wearenikki.com)

#### Cautionary Note Regarding Forward-Looking Information

Certain information contained herein constitutes “forward-looking information” under Canadian securities legislation. All statements, other than

statements of historical fact, included in this news release are forward-looking statements that involve risks and uncertainties. In particular, forward-looking information includes, but is not limited to, statements with respect to the Company's use of proceeds from the private placement. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "will" or variations of such words and phrases or statements that certain actions, events or results "will" occur. Forward-looking statements are based on the opinions and estimates of management as of the date such statements are made and they are subject to known and unknown risks, uncertainties and other factors that may cause the actual results to be materially different from those expressed or implied by such forward-looking statements or forward-looking information. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Readers should not place undue reliance on forward-looking statements and forward-looking information. The forward-looking statements contained in this news release are made as of the date of this news release and the Company will not update any forward-looking statements or forward-looking information that are incorporated by reference herein, except as required by applicable securities laws.

Additional information identifying risks and uncertainties is contained in filings by the Company with the Canadian securities regulators, which filings are available under the Company's profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

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