FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. **Name and Address of Company**

Gatekeeper Systems Inc. (the “Company”)
301 – 31127 Wheel Ave
Abbotsford, BC, Canada V2T 6H1

Item 2. **Date of Material Change**

September 16, 2015

Item 3. **News Release**

September 16, 2015, at Vancouver, BC, Canada and distributed through the facilities of The News Wire.

Item 4. **Summary of Material Change**

Abbotsford, BC September 16, 2015 - Gatekeeper Systems Inc. (“Gatekeeper” or the “Company”) (TSX.V: GSI; OTC: GKPRF) announces that it has entered into an investor relations agreement with Skanderbeg Capital Advisors Inc., effective September 15, 2015, subject to TSX Venture Exchange approval.

Item 5. **Full Description of Material Change**

See attached news release.

Item 6. **Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

N/A

Item 7. **Omitted Information**

N/A

Item 8. **Executive Officer**

The following executive officer of the Company is knowledgeable about the material change and may be contacted by the Commission at the following telephone number:

Douglas Dyment
President & CEO
(604) 864-6187

Item 9. **Date of Report**

DATED this 17th day of September, 2015

INVESTORS NEWS

FOR IMMEDIATE RELEASE

Gatekeeper Systems Enters into Investor Relations Contract with Skanderbeg Capital Advisors

Abbotsford, BC September 16, 2015 - Gatekeeper Systems Inc. ("Gatekeeper" or the "Company") (TSX.V: GSI; OTC: GKPRF; FSE: 1GK) is pleased to announce that it has entered into an investor relations agreement (the "**Agreement**") with Skanderbeg Capital Advisors Inc. ("**Skanderbeg**"), effective September 15, 2015, subject to TSX Venture Exchange approval.

Pursuant to the Agreement, Skanderbeg will assist the Company in managing its investor relations and market awareness programs for an initial term of 12 months (the "**Initial Term**"), after which the Company may choose to renew or amend the Agreement for subsequent terms. During the Initial Term of the Agreement, the Company will compensate Skanderbeg $6,000 per month, which may be terminated by either party by providing 90 days prior written notice.

Doug Dyment, President and CEO of the Company commented, "The team at Skanderbeg has a proven track record in providing strategic investor relations and advisory services for emerging growth companies, as evidenced by the Company's recent oversubscribed private placement which they played an integral part in leading to a successful closing. With their relevant industry experience and expansive network, we look forward to working with them to build awareness of the Company's business and increase shareholder value."

The Company has also granted an aggregate of 500,000 incentive stock options (the "**Stock Options**") to Skanderbeg exercisable at $0.20 for a period of five years from the grant date. The Stock Options are subject to vesting and termination provisions in accordance with the Company's Stock Option Plan and TSX Venture Exchange policies.

About Gatekeeper Systems Inc.

Gatekeeper provides innovative, end-to-end video safety and security solutions for mobile applications including body cameras, in-car police video systems, school bus video and stop arm camera video enforcement systems, transit bus video systems, and airborne digital recording systems for military applications.

The Company is headquartered in Abbotsford, British Columbia, Canada, and its shares are traded on the TSX Venture Exchange under the symbol “GSI”, on the OTC Markets under the symbol “GKPRF”, and on the Frankfurt Stock Exchange under the symbol “1GK”.

For more information visit: www.gatekeeper-systems.com.

On behalf of the Board,

“Douglas Dyment”
President & CEO

Cautionary Note Regarding Forward-Looking Statements: This release contains forward-looking statements, including statements regarding the contemplated investor relations agreement with Skanderbeg. In making the forward-looking statements in this release, the Company has applied certain factors and assumptions that the Company believes are reasonable, including that the Company is able to obtain the required regulatory approvals to approve the Company’s engagement with Skanderbeg. However, the forward-looking statements in this release are subject to numerous risks, uncertainties and other factors that may cause future results to differ materially from those expressed or implied in such forward-looking statements. Such uncertainties and risks may include, among others, delays in obtaining or failure to obtain required regulatory approvals. There can be no assurance that such statements will prove to be accurate, and actual results and future events could differ materially from those anticipated in such statements. Readers are cautioned not to place undue reliance on forward-looking statements. The Company does not intend, 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 required by law.