

**SAYWARD CAPITAL CORP.
MATERIAL CHANGE REPORT
FORM 51-102F3**

Item 1. Name and Address of Corporation

Sayward Capital Corp.
1900, 520 – 3rd Avenue SW
Calgary, AB
T2P 0Z3

Item 2. Date of Material Change

July 28, 2021

Item 3. News Release

A news release was disseminated on July 28, 2021 via Newsfile Corp.

Item 4. Summary of Material Change

Sayward Capital Corp. (the “**Corporation**” or “**Sayward**”) announces proposed business combination with Field Safe Solutions Inc (“**Field Safe**”).

Item 5. 5.1 Full Description of Material Change

The Corporation (TSXV: SAWC) has entered into a non-binding letter of intent with Field Safe dated July 27, 2021 (the “**LOI**”) pursuant to which Sayward and Field Safe intend to complete the Transaction, and whereby Sayward as it exists upon completion of the Transaction (the “**Resulting Issuer**”) will continue the business of Field Safe.

It is currently anticipated that the Transaction will occur as a merger, amalgamation or share exchange, the final structure of the Transaction being subject to receipt of tax, corporate and securities law advice for both Sayward and Field Safe. The LOI is expected to be superseded by a definitive agreement (the “**Definitive Agreement**”) to be signed between the parties.

In connection with the proposed Transaction, it is currently contemplated that: (i) every issued and outstanding Class A Common share in the capital of Field Safe (the “**Field Safe Common Shares**”) will be exchanged for a number of common shares in the capital of the Resulting Issuer (the “**Resulting Issuer Common Shares**”) at a deemed price equal to the Offering Price (as defined below) per Resulting Issuer Common Share; (ii) every issued and outstanding Sayward Common Share will be exchanged for a number of Resulting Issuer Common Shares with reference to the Offering Price; and (iii) any outstanding stock options and agent’s warrants of Sayward and Field Safe will be exchanged for stock options and warrants of the Resulting Issuer. It is currently anticipated that all stock options of Sayward will be exercised prior to closing of the Transaction.

Sayward shareholder approval is not required with respect to the Transaction under the rules of the Exchange because the Transaction does not constitute a “Non-Arm’s Length Qualifying Transaction” pursuant to the policies of the Exchange. However, the structure of the Transaction is being finalized and, based on the final structure as reflected in the Definitive Agreement, shareholder approval may be required under applicable law. Trading in the Sayward Common Shares has been

halted and is not expected to resume until the Transaction is completed or until the Exchange receives the requisite documentation to resume trading.

It is expected that upon completion of the Transaction, the Resulting Issuer, to be renamed “Field Safe Solutions”, will be listed as a Tier 2 Technology Issuer on the Exchange.

Summary of the Proposed Private Placement

Pursuant to the LOI, prior to or concurrent with the closing of the Transaction, Field Safe will complete a brokered private placement (the “Private Placement”) of subscription receipts of Field Safe (the “Subscription Receipts”) at a price and aggregate gross proceeds to be determined in the context of the market (the “Offering Price”). Each Subscription Receipt will be automatically exchanged immediately prior to the completion of the Transaction for one Field Safe Common Share, which will be exchanged for Resulting Issuer Common Shares on the same basis as the existing Field Safe Common Shares, as noted above. In connection with the Private Placement, a syndicate of agents will be paid fees and a cash commission for their services commensurate with industry norms.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6. Reliance on Section 7.1(2) of National Instrument 51-102

This Report is not being filed on a confidential basis in reliance on subsection 7.1(2) of National Instrument 51-102.

Item 7. Omitted Information

Not applicable.

Item 8. Executive Officer

The name and business number of the executive officer of the Corporation who is knowledgeable about the material change and this report is:

Luke Caplette –Director
Email: Lukecaplette@hotmail.com

Item 9. Date of Report

July 29, 2021