

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Patriot One Technologies Inc.
999 West Hastings Street, Suite 525
Vancouver, BC, V6C 2W2

Item 2 Date of Material Change

February 8, 2017

Item 3 News Release

The Press Release dated February 8, 2017, was disseminated via Marketwired.

Item 4 Summary of Material Change

The Company announced the appointment of a new CFO.

Item 5 Full Description of Material Change

See attached news release.

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

Not Applicable

Item 7 Omitted Information

Not Applicable

Item 8 Executive Officer

Martin Cronin, CEO – 1.800.753.0031

Item 9 Date of Report

February 8, 2017

Patriot One Appoints Tech Sector Financial Professional as CFO

--Technology background boosts c-suite financial governance to meet growing corporate needs

TORONTO, ON (MARKETWIRED – February 8, 2017) – Patriot One Technologies Inc., (TSX.V: PAT) (OTCQB: PTOTF) (FRANKFURT: OPL) (“Patriot One” or the “Company”), developer of a revolutionary concealed weapons detection system, is extremely pleased to announce the appointment of Mr. Michael Barnsley to the position of Chief Financial Officer.

Mr. Barnsley is a Chartered Professional Accountant (CPA), whose career includes over 30 years’ experience as a Chartered Accountant (CA) providing financial management services to public companies. Mr. Barnsley has served as Chief Financial Officer and Corporate Secretary for both TSX and TSXV listed companies, principally within the technology sector. Mr. Barnsley commenced his career working as a Senior Manager with Deloitte & Touche and holds a Bachelor of Commerce degree from the University of British Columbia and is a member in good standing of the Chartered Professional Accountants of British Columbia.

Martin Cronin, CEO and Director of Patriot One Technologies Inc., stated “On behalf of the Board, I would like to thank Michael Malana for his services as Chief Financial Officer and wish him well in his future endeavours. Today, we welcome Michael Barnsley to the Patriot team and believe his extensive experience and understanding of what it takes to rapidly advance a new technology from development to commercialization is an immense asset to the Company. We are moving ahead at a pace that demands specific industry expertise and an understanding of the road ahead. Mr. Barnsley’s appointment is both timely and inspiring, and we look forward to working closely with him as we continue to move our emerging weapons detection solution forward into the marketplace.”

In related news, the Company also announces that its financial year-end will be changed from May 31 to July 31 to align the year-ends of Patriot One Technologies Inc. and its subsidiary.

ON BEHALF OF THE BOARD

"Martin Cronin"
CEO & Director

About Patriot One Technologies, Inc. (TSX.V:PAT) (OTCQB: PTOTF) (FRA: OPL):

Patriot One has developed a first-of-its-kind Cognitive Microwave Radar concealed weapons detection system as an effective tool to combat active shooter threats before they occur. Designed for cost-effective deployment in weapon-restricted buildings and facilities, NForce CMR1000 can be installed in hallways and doorways to covertly identify weapons and to alert security of an active threat entering the premises. Owner/operators of private and certain public facilities can now prominently post anti-weapons policies with compliance assured. The Company’s motto Deter, Detect and Defend is based on the belief that widespread use of its technology will act as

an effective deterrent, thereby diminishing the epidemic phenomena of active shooters across the globe. For more information, visit: www.patriot1tech.com.

For further information, please contact:

Patriot One Inquiries

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CAUTIONARY DISCLAIMER STATEMENT:

No Securities Exchange has reviewed nor accepts responsibility for the adequacy or accuracy of the content of this news release. This news release contains forward-looking statements relating to product development, licensing, commercialization and regulatory compliance issues and other statements that are not historical facts. Forward-looking statements are often identified by terms such as "will", "may", "should", "anticipate", "expects" and similar expressions. All statements other than statements of historical fact, included in this release are forward-looking statements that involve risks and uncertainties. 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. Important factors that could cause actual results to differ materially from the Company's expectations include the failure to satisfy the conditions of the relevant securities exchange(s) and other risks detailed from time to time in the filings made by the Company with securities regulations. The reader is cautioned that assumptions used in the preparation of any forward-looking information may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted, as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of the Company. The reader is cautioned not to place undue reliance on any forward-looking information. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement. The forward-looking statements contained in this news release are made as of the date of this news release and the Company will update or revise publicly any of the included forward-looking statements as expressly required by applicable law.