

## National Instrument 62-103F1

### Required Disclosure under the Early Warning Requirements

#### Item 1 – Security and Reporting Issuer

- 1.1 *State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.*

Common Shares (“**Common Shares**”) of Rocky Mountain Liquor Inc. (the “**Issuer**”).

The Issuer’s head office is located at 11478 149 Street, Edmonton, Alberta T5M 1W7.

- 1.2 *State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.*

Purchase of Common Shares through the facilities of the TSX Venture Exchange (the “**Transaction**”).

#### Item 2 – Identity of the Acquiror

- 2.1 *State the name and address of the acquiror.*

Battalion Consol Corp. (the “**Acquiror**”)  
160 Eglinton Avenue East  
Suite 330  
Toronto ON M4P 3B5

- 2.2 *State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.*

On August 20, 2018, the Acquiror acquired ownership and control of an aggregate of 171,500 Common Shares at a price of CAD \$0.13 per Common Share.

- 2.3 *State the names of any joint actors.*

2627786 ONTARIO INC. (the “**Joint Actor**”)

#### Item 3 – Interest in Securities of the Reporting Issuer

- 3.1 *State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror’s securityholding percentage in the class of securities.*

The Acquiror acquired 171,500 Common Shares of the Issuer on August 20, 2018. See Item 3.4 for the change in the Acquiror’s securityholding percentage.

- 3.2 *State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.*

The Acquiror acquired ownership and control over the Common Shares that triggered the requirement to file this report.

- 3.3 *If the transaction involved a securities lending arrangement, state that fact.*

Not applicable.

- 3.4 *State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.*

#### Acquiror

Prior to the Transaction, the Acquiror directly owned and controlled the following securities:

- 1,691,000 Common Shares of the Issuer; and
- 624,000 convertible debentures which are convertible into 2,496,000 Common Shares of the Issuer at any time prior to April 31, 2021 (the “**Acquiror Debentures**”).

Prior to the Transaction, the Acquiror directly and indirectly owned and controlled 4,187,000 Common Shares, on a partially diluted basis (assuming conversion of the Acquiror Debentures), which represented approximately 7.1% of the issued and outstanding Common Shares as of August 20, 2018 based on 59,287,788 Common Shares issued and outstanding as of such date (assuming conversion of the Acquiror Debentures).

#### Joint Actor

Prior to the Transaction, the Joint Actor directly owned and controlled the following securities:

- 262,000 Common Shares of the Issuer; and
- 387,000 convertible debentures which are convertible into 1,548,000 Common Shares of the Issuer at any time prior to April 31, 2021 (the “**Joint Actor Debentures**”).

Prior to the Transaction, the Joint Actor directly and indirectly owned and controlled 1,810,000 Common Shares, on a partially diluted basis (assuming conversion of the Joint Actor Debentures), which represented approximately 3.1% of the issued and outstanding Common Shares as of August 20, 2018 based on 58,339,788 Common Shares issued and outstanding as of such date (assuming conversion of the Joint Actor Debentures).

### Collective Securityholding

Prior to the Transaction, the Acquiror and the Joint Actor, together, directly and indirectly owned and controlled 5,997,000 Common Shares, on a partially diluted basis (assuming conversion of the Acquiror Debentures and the Joint Actor Debentures), which represented approximately 9.85% of the issued and outstanding Common Shares as of August 20, 2018 based on 60,835,788 Common Shares issued and outstanding as of such date (assuming conversion of the Acquiror Debentures and the Joint Actor Debentures).

### Post-Transaction Securityholding

After the Transaction, the Acquiror and the Joint Actor, together, directly and indirectly owned and controlled 6,168,500 Common Shares, on a partially diluted basis (assuming conversion of the Acquiror Debentures and the Joint Actor Debentures), which represented approximately 10.1% of the issued and outstanding Common Shares as of August 20, 2018 based on 60,835,788 Common Shares issued and outstanding as of such date (assuming conversion of the Acquiror Debentures and the Joint Actor Debentures).

3.5 *State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which*

(a) *the acquiror, either alone or together with any joint actors, has ownership and control,*

See Item 3.4.

(b) *the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and*

Not applicable.

(c) *the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.*

Not applicable.

3.6 *If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.*

Not applicable.

- 3.7 *If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.*

Not applicable.

- 3.8 *If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.*

Not applicable.

#### **Item 4 – Consideration Paid**

- 4.1 *State the value, in Canadian dollars, of any consideration paid or received per security and in total.*

The Acquiror acquired the Common Shares at a price of CAD \$0.13 per Common Share for aggregate consideration of CAD \$22,295.00

- 4.2 *In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.*

Not applicable.

- 4.3 *If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.*

Not applicable.

#### **Item 5 – Purpose of the Transaction**

*State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer.*

The Acquiror is acquiring the securities of the Issuer for investment purposes. Depending on market conditions, the business and performance of the Issuer and other factors, the Acquiror or the Joint Actor may from time to time acquire and/or dispose of securities of the Issuer or continue to hold their current position.

#### **Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer**

*Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.*

Not applicable.

#### **Item 7 – Change in Material Fact**

*If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.*

Not applicable.

#### **Item 8 – Exemption**

*If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.*

N/A

#### **Item 9 – Certification**

I, as the acquiror, certify, or I, as the agent filing this report on behalf of an acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

**DATED** this 22nd day of August, 2018.

*“John Paul Jeffrey”*

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**JOHN PAUL JEFFREY**

Director, Battalion Consol Corp.