

**FORM 62-103F1
EARLY WARNING REPORT**

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.**

Securities: Common shares (“**Common Shares**”) of

Issuer: 1319743 B.C. Ltd. (the “**Company**”)
Suite 801, 1 Adelaide Street East
Toronto, ON M5C 2V9

- 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.**

The Arrangement (as defined below) did not take place on a stock exchange or other market that represents a published market for securities, but rather in connection with a court approved plan of arrangement pursuant to which Rio Verde Industries Inc. (“**Rio Verde**”) spun-out its interest in seven of its wholly-owned subsidiaries, 1319472 B.C. Ltd., 1319651 B.C. Ltd., 1319732 B.C. Ltd., 1319735 B.C. Ltd., 1319738 B.C. Ltd., 1319741 B.C. Ltd., and 1319743 B.C. Ltd. (collectively, the “**Spin-Out Entities**”) to become separate unlisted reporting issuers (the “**Arrangement**”). The Arrangement closed and became effective on October 21, 2021.

Upon completion of the Arrangement, shareholders of Rio Verde as of the close of business on the record date of August 26, 2021 received one common share of each of the Spin-Out Entities for every common share in the capital of Rio Verde held. As the Acquiror (as defined below) held 8,823,529 common shares in the capital of Rio Verde, the Acquiror received 8,823,529 Common Shares, representing 26.98% of the issued and outstanding Common Shares.

Item 2. Identity of the Acquiror

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

2657456 Ontario Inc. (the “**Acquiror**”)
1 Adelaide Street East, Suite 801
Toronto, ON M5C 2V9

- 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.**

October 21, 2021

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

Not Applicable.

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 the report and the change in the acquiror’s securityholding percentage in the class of securities.**

Following the Arrangement, the Acquiror acquired beneficial ownership of and control over 8,823,529 Common Shares of the Company (the “**Acquisition**”), representing 26.98% of the issued and outstanding Common Shares.

Prior to the Acquisition, the Acquiror did not own, directly or indirectly, or exercise control or direction over any Common Shares.

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 the report.

Immediately following the completion of the Acquisition, the Acquiror acquired beneficial ownership of and control over 8,823,529 Common Shares, representing 26.98% of the issued and outstanding Common Shares of the Company.

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.

Prior to the Acquisition, the Acquiror did not own, directly or indirectly, or exercise control or direction over any Common Shares.

Following completion of the Acquisition, the Acquiror owns, directly or indirectly, an aggregate of 8,823,529 Common Shares, representing 26.98% of the total number of issued and outstanding common shares of the Company.

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,

The Acquiror owns, directly or indirectly, an aggregate of 8,823,529 Common Shares, representing 26.98% of the total number of issued and outstanding Common Shares of the Company.

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.

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

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.

No consideration was paid for the Common Shares as the Common Shares were issued to the Acquiror pursuant to the Arrangement.

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.

See item 4.1 above.

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. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;***
- b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;***
- c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;***
- d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;***
- e) a material change in the present capitalization or dividend policy of the reporting issuer;***

- f) a material change in the reporting issuer's business or corporate structure;*
- g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;*
- h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;*
- i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;*
- j) a solicitation of proxies from securityholders;*
- k) an action similar to any of those enumerated above.*

The Acquiror has acquired the above-noted Common Shares for investment purposes. The Acquiror may in the future take such actions in respect of its holdings in the Company as the Acquiror may deem appropriate in light of the circumstances then existing, including the purchase of additional securities of the Company through open market purchases or privately negotiated transactions or the sale of all or a portion of the Acquiror's holdings in the open market or in privately negotiated transactions to one or more purchasers, subject in each case to applicable securities law.

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.

Details of the Acquisition and all transactions related thereto are set forth in press releases of the Company copies of which are available at www.sedar.com under the Company's profile.

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.

Not Applicable.

Item 9. Certification

I, as the 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 1st day of November, 2021.

2657456 Ontario Inc.

/s/ "Grant Duthie"

Per: Grant Duthie, Director
