

**Form 62-103F1**

***Required Disclosure under the Early Warning Requirements***

*State if this report is filed to amend information disclosed in an earlier report. Indicate the date of the report that is being amended.*

N/A

**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.*

**Alfredo De Lucrezia** (the “**acquiror**”) has acquired ownership of and control over **4,000,000** common shares (the “**Acquired Shares**”) of **Vincero Capital Corp.** (the “**issuer**”) pursuant to a private placement of seed shares.

The issuer’s head office is:

Vincero Capital Corp.  
Suite 2201 – 8 Smithe Mews  
Vancouver, B.C. V6B 0A5

*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.*

N/A

**Item 2 – Identity of the Acquiror**

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

Alfredo De Lucrezia  
423 East 10th Street  
North Vancouver, B.C. V7L 2E5

The acquiror is the President, Chief Executive Officer and a Director of the issuer, the common shares of which are listed for trading on the TSX Venture Exchange under the symbol “VCO.P”.

*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.*

The acquiror acquired the Acquired Shares on May 31, 2019. Please see item 1.1 for a description of the transaction.

*2.3 State the names of any joint actors.*

N/A

### 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 ownership of and control over 4,000,000 common shares of the issuer pursuant to a private placement of seed shares. Following the acquisition of the Acquired Shares, there were 10,000,000 common shares of the issuer issued and outstanding, with the Acquired Shares representing 40% of the then issued and outstanding common shares of the issuer.

On February 7, 2020, the issuer completed an initial public offering of 5,000,000 common shares at a price of \$0.10 per share. Accordingly, the acquiror currently has ownership of and control over 4,000,000 common shares of the issuer, all of which are subject to escrow restrictions – these 4,000,000 common shares represent 26.67% of the 15,000,000 common shares of the issuer currently issued and outstanding.

On February 7, 2020, the issuer granted the acquiror an incentive stock option, entitling him to acquire up to 750,000 common shares of the issuer at a price of \$0.10 per share for a period of five years.

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 of and control over the securities that triggered the requirement to file this report.

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

N/A

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.*

See Item 3.1.

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 3.1.

(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*

N/A

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

N/A

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.*

N/A

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.*

N/A

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

N/A

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.*

N/A

#### **Item 4 – Consideration Paid**

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

The Acquired Shares were acquired at price of \$0.05 per Acquired Share, for aggregate consideration of \$200,000.

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 1.1.

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

See item 1.1.

#### **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 acquired the Acquired Shares pursuant to a private placement of seed shares in the issuer. Depending on market conditions and other factors, the acquiror may from time to time acquire and/or dispose of securities of the issuer or continue to hold his 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.*

N/A

**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.*

N/A

**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**

**Certificate**

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.

February 7, 2020

Date

(Signed) “Alfredo De Lucrezia”

Signature

Alfredo De Lucrezia  
President, Chief Executive Officer and a Director of  
Vincero Capital Corp.

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Name/Title