

FORM 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.

This report relates to the common shares ("**Common Shares**"), warrants to purchase Common Shares ("**Warrants**") and stock options ("**Stock Options**") entitling the holder thereof to acquire one Common Share in the capital of:

CryptoStar Corp. (the "**Issuer**")
181 Bay Street
Suite 4400
Toronto, ON
M5J 2T3

- 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.

Not applicable.

Item 2 – Identity of the Acquiror

- 2.1 State the name and address of the acquiror.

Adrenaline Pty Ltd ("**Adrenaline**")
Level 11, 1 York Street
Sydney NSW 2000
Australia

David Jellins ("**Mr. Jellins**")
c/o CryptoStar Corp.
181 Bay Street, Suite 4400
Toronto, ON M5J 2T3

Amelia Jones ("**Ms. Jones**", together with Adrenaline and Mr. Jellins, the "**Acquiror**")
c/o CryptoStar Corp.
181 Bay Street, Suite 4400
Toronto, ON M5J 2T3

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 September 26, 2018, Adrenaline acquired: (i) a total of 162,500,000 Common Shares (representing 77.84% of the issued and outstanding Common Shares on a non-diluted basis) and (ii) a total of 10,000,000 Warrants. Additionally, in connection with the Transaction (as defined below), Mr. Jellins acquired a total of 120,000 Stock Options and Ms. Jones acquired a total of 120,000 Stock Options. The aforementioned Common Shares, Warrants and Stock Options are hereinafter referred to as the “**Acquired Securities**”. The Acquired Securities represent 76.77% of the issued and outstanding Common Shares on a fully-diluted basis.

The acquisition (the “**Acquisition**”) of the Acquired Securities was made in connection with the completion of a qualifying transaction and amalgamation (the “**Transaction**”) involving the Issuer, CryptoStar Inc. (“**CryptoStar**”) and 2626694 Ontario Inc. (“**Subco**”), a wholly-owned subsidiary of the Issuer, pursuant to a Definitive Qualifying Transaction Agreement (the “**QT Agreement**”) dated August 17, 2018 among the Issuer, CryptoStar and Subco. In connection with the Transaction, as more fully described in the Issuer’s filing statement (the “**Filing Statement**”) dated August 17, 2018, each outstanding security of CryptoStar was exchanged for an equivalent security of the Issuer. Adrenaline acquired its portion of the Acquired Securities in exchange for: (i) 162,500,000 common shares (“**CryptoStar Shares**”) in the capital of CryptoStar and (ii) 10,000,000 warrants to purchase CryptoStar Shares, pursuant to the terms of the QT Agreement as described in the Filing Statement. In connection with the closing of the Transaction, Mr. Jellins and Ms. Jones were each granted 120,000 Stock Options pursuant to the fixed number incentive stock option plan approved by the shareholders of the Issuer on March 14, 2018. The Transaction constituted the Issuer’s “Qualifying Transaction” under policy 2.4 of the TSX Venture Exchange.

2.3 State the names of any joint actors.

Adrenaline is a proprietary company under the *Corporations Act 2001* (Cth) (Australia). Mr. Jellins (President, Chief Executive Officer and Director of the Issuer) and Ms. Jones (Chief Commercial Officer and Director of the Issuer) each own a 50% interest in Adrenaline and may be considered joint actors.

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.

See Item 2.2 above.

- 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.

See Item 2.2 above.

- 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.

Immediately prior to the Acquisition, none of Adrenaline, Mr. Jellins or Ms. Jones had ownership of, or excised control or direction over, any voting or equity securities of the Issuer.

Immediately after the Acquisition: Adrenaline held (i) a total of 162,500,000 Common Shares (representing 77.84% of the issued and outstanding Common Shares on a non-diluted basis) and (ii) a total of 10,000,000 Warrants; Mr. Jellins held a total of 120,000 Stock Options; and Ms. Jones held a total of 120,000 Stock Options. The Acquired Securities represent 76.77% of the issued and outstanding Common Shares on a fully-diluted basis.

- 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 Items 2.2 and 3.4 above.

- (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.

See Items 2.2 and 3.4 above.

- 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 Items 2.2 and 3.4 above.

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

See Items 2.2 and 3.4 above.

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 holds the Acquired Securities for investment purposes and does not have any current intentions to increase or decrease its beneficial ownership or control or direction over any additional securities of the Issuer. As disclosed in the Filing Statement, the 162,500,000 Common Shares and 10,000,000 Warrants comprising the Acquired Securities (“**Escrowed Securities**”) are subject to a TSX Venture Exchange Tier 1 Surplus Security Escrow Agreement (the “**Escrow Agreement**”). Upon release of the Escrowed Securities from escrow pursuant to the Escrow Agreement, Adrenaline, Mr. Jellins and Ms. Jones may, from time to time and depending on market and other conditions, acquire additional Common Shares and/or other equity, debt or other securities or instruments of the Issuer in the open market or otherwise, and reserve the right to dispose of any or all of the securities in the open market or otherwise at any time and from time to time, and to engage in similar transactions with respect to the securities, the whole depending on market conditions, the business and prospects of the Issuer and other relevant factors (in accordance with the terms of the Escrow Agreement).

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.

Not applicable.

Item 9 – Certification

Certificate

The undersigned, as the Acquiror, certifies to the best of its knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Dated this 28th day of September, 2018.

Adrenaline Pty Ltd

“David Jellins”

David Jellins
President and Chief Executive
Officer

David Jellins

“David Jellins”

David Jellins

Amelia Jones

“Amelia Jones”

Amelia Jones