

NOTICE OF CHANGE IN CORPORATE STRUCTURE

Pursuant to Section 4.9 of National Instrument 51-102 *Continuous Disclosure Obligations*

1. Names of the Parties to the Transaction

BEACN Wizardry & Magic Inc. (Germinate Capital Ltd.) (the "**Company**"), Beacon Hill Innovations Ltd. (the "**Target**") and the shareholders of Target.

2. Description of the Transaction

The Company completed the previously announced share exchange with Target and the shareholders of Target, pursuant to which the Company acquired all of the issued and outstanding securities of Target (the "**Transaction**"), a technology company with a head office in Victoria, British Columbia.

Pursuant the terms of the Transaction, the Company changed its name from "Germinate Capital Ltd." to "BEACN Wizardry & Magic Inc." and the Company acquired all the issued and outstanding share capital of the Target in exchange, on a 1:1 basis, for an aggregate of 32,151,003 common shares in the capital of the Company.

3. Effective Date of the Transaction

October 29, 2021.

4. Name of Each Party that Ceased to be a Reporting Issuer after the Transaction and of each Continuing Entity

The Company did not cease to be a reporting issuer as a result of the Transaction. Prior to the Transaction, the Company was, and continues to be, a reporting issuer in British Columbia and Alberta. As described above, the Company is now known as BEACN Wizardry & Magic Inc.

5. Date of the reporting issuer's first financial year-end subsequent to the transaction

December 31, 2021.

6. Periods, including comparative periods, if any, of the interim and annual financial statements required to be filed for the reporting issuer's first financial year subsequent to the transaction

- (a) audited annual financial statements of the Company for the year ended December 31, 2021 compared against the period from incorporation of the Target to December 31, 2020.

7. Documents filed under National Instrument 51-102 that described the Transaction

The following documents describing the Transaction were filed on SEDAR and are available on www.sedar.com under the profile for the Company:

- (a) news release dated July 6, 2021 announcing the Transaction;
- (b) news release dated September 10, 2021 providing an update on the Transaction;
- (c) news release dated September 17, 2021 announcing the entering into the Share Exchange Agreement (the “**Definitive Agreement**”) between the Company, Target and the shareholders of Target in connection with the Transaction;
- (d) material change report dated September 22, 2021 in respect of the entering into of the Definitive Agreement;
- (e) news release dated September 23, 2021 announcing closing of the concurrent financing entered into in connection with the Transaction;
- (f) filing statement (the “**Filing Statement**”) dated October 25, 2021 in respect of the Transaction;
- (g) news release dated October 25, 2021 in respect of the filing of the Filing Statement and further updates on the Transaction;
- (h) news release dated October 29, 2021 in respect of the closing of the Transaction;
- (i) news release dated November 2, 2021 in respect of the closing of the Transaction;
and
- (j) material change report dated November 2, 2021 in respect of the closing of the Transaction.

DATED November 2, 2021