

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.*

Timia Capital Corp. (the "**Company**")  
Suite 835 - 1100 Melville Street  
Vancouver, British Columbia  
V6E 4A6

This report relates to Common Shares (as defined below) and Preferred Shares (as defined below) of the Company.

*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. Issued from treasury.

**Item 2 - Identity of the Acquiror:**

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

Kenneth Thomson ("**Mr. Thomson**" or the "**Acquiror**")  
25 Price Street  
Toronto, Ontario M4W 1Z1

The transaction described in Item 2.2 above took place on September 20, 2021.

*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.*

**Asset purchase transaction:**

On September 9, 2021, Company and Pivot Financial I LP, a special purpose Ontario limited partnership wholly-owned by the Company (the "**LP**", together with the Company, the "**Purchasers**" and each a "**Purchaser**") entered into an asset purchase agreement (the "**APA**") with Pivot Financial Inc. (the "**Vendor**"), whereby the Vendor agreed to sell and the Purchasers agreed to purchase substantially all of the goodwill, assets, property and undertaking of and relating to the business of the Vendor (subject to certain excluded assets and liabilities), all as more particularly described in the APA (the "**Pivot Assets**"), and the LP agreed to assume certain liabilities of the Vendor (the "**Assumed Liabilities**"), in consideration for the price and upon the terms and conditions set forth in the APA (the "**APA Transaction**").

Pursuant to the APA, on September 20, 2021 (the "**Closing Time**"), the Purchasers paid to the Vendor an amount equal to \$1,500,000 (the "**APA Purchase Price**"), which was paid by the issuance of 1,500,000 Series A Preferred shares in the capital of the Company (the "**Preferred Shares**") at a deemed price per Preferred Share of \$1.00 (the "**Preferred Share Price**").

In order to facilitate the payment of the APA Purchase Price, the APA Purchase Price was first paid to the Vendor through issuance of units of the LP (the "**LP Units**"), which LP Units were subsequently exchanged for Preferred Shares pursuant to the terms of an exchange agreement entered into between the Company and the Vendor.

**Share purchase transaction:**

Also on September 9, 2021, the Company entered into a share purchase agreement (the "**SPA**") with Mr. Thomson, whereby Mr. Thomson agreed to sell and the Company agreed to purchase all of the issued and outstanding shares in the capital of Pivot Financial Services Inc. ("**PFSI**"), in consideration for the price and upon the terms and conditions set forth in the SPA (the "**SPA Transaction**").

Pursuant to the SPA, at the Closing Time, the Company paid Mr. Thomson an amount equal to \$4,500,000, which was paid as follow:

- o \$1,000,000 in cash to Mr. Thomson at the SPA Closing Time;
- o \$1,500,000 was paid to Thomson by issuing 5,000,000 common shares in the capital of the Company (the "**Common Shares**") at a deemed price per Common Share of \$0.30 (the "**Common Share Price**"); and
- o \$2,000,000 was paid to Mr. Thomson by issuing 2,000,000 Preferred shares in the at a price per SPA Preferred Share equal to the Preferred Share Price.

**Options**

At the Closing Time, the Company appointed Mr. Thomson as a member of the board of directors of the Company and granted Mr. Thomson 100,000 stock options exercisable at a price of \$0.30 per Common Share for a period of 5 years.

*2.3 State the names of any joint actors.*

Pivot Financial Inc., a company wholly owned by Mr. Thomson.

**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.*

In connection with the closing of the APA Transaction and SPA Transaction, Mr. Thomson acquired ownership and control of 5,000,000 Common Shares, 3,500,000 Preferred Shares and 100,000 stock options.

*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.*

The Acquiror acquired ownership and control.

*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 completion of the APA Transaction and SPA Transaction, Mr. Thomson owned and controlled no Common Shares, Preferred Shares or stock options of the Company.

Upon completion of the APA Transaction and SPA Transaction, Mr. Thomson will own and/or control an aggregate of 5,000,000 Common Shares, 3,500,000 Preferred Shares entitling Mr. Thomson to acquire an additional 3,500,000 Common Shares and 100,000 stock options entitling Mr. Thomson to acquire an additional 100,000 Common Shares, representing approximately 9.52% of the issued and outstanding Common Shares (or approximately 15.32% calculated on a partially diluted basis, assuming the conversion of the 3,500,000 Preferred Shares and 100,000 stock options).

*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 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.*

Please see the description in Item 2.2.

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.*

Please see the description in Item 2.2.

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

Please see the description in Item 2.2.

**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 Common Shares and Preferred Shares were acquired for investment purposes. Mr. Thomson may acquire additional securities either on the open market or through private acquisitions and Mr. Thomson may sell the securities either on the open market or through private dispositions in the future depending on market conditions, reformulation of plans and/or other relevant factors, in each case in accordance with applicable securities laws.

**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.*

Pursuant to the SPA and the APA, at the Closing Time, the Company entered into investment and voting agreements with Mr. Thomson and Pivot Financial Inc., whereby these parties agreed to vote Common Shares held by them in favour of matters proposed by management of the Company for a period of 24

months, subject to certain standard exceptions in the event of change of control transactions. In addition, Mr. Thomson shall have a right to nominate one director to the board of the Company for a period ending after the Company's 2023 annual general meeting of shareholders. Mr. Thomson is the initial nominee director and has been appointed following the Closing Time.

**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**

I, as the acquiror, certify, or I, as the agent filing the 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.

Date: September 20, 2021

(signed) "Kenneth Thomson"

Signature

Kenneth Thomson

Name/Title