

**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.*

Common shares ("**Common Shares**") in the capital of Carbeeza Inc. (formerly Hit Technologies Inc.) (the "**Issuer**").

The Issuer's head office is located at:

Carbeeza Inc.  
620, 10180 - 101 Street  
Edmonton, AB T5J 3S4

- 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 Common Shares of the Issuer are listed on the TSX Venture Exchange.

**Item 2 – Identity of the Acquiror**

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

Sandro Torrieri ("Torrieri")

620, 10180 - 101 Street  
Edmonton, AB T5J 3S4

- 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 June 29, 2021, Torrieri acquired 10,537,830 Common Shares of the Issuer, pursuant to the terms of an amalgamation agreement pursuant to which 49,245,000 common shares in the capital of the Issuer ("Common Shares") and 9,791,350 common share purchase warrants were issued to former shareholders of the private company at a deemed price of \$0.40 per Common Share. Torrieri beneficially owns securities representing 16.5% of the currently outstanding shares of the Issuer on a non-diluted basis.

These securities were issued to Torrieri as a founder of the private company. Torrieri has a long-term view of the investment and may increase or decrease his ownership in the future on the open market or through private transactions.

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

None.

### **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.*

See Section 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 this report.*

Torrieri acquired Common Shares in the capital of the Issuer. See Section 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 transaction, Torrieri did not have any ownership or control of the Issuer.

At the conclusion of the transaction, Torrieri has ownership and control of 10,537,830 Common Shares, representing 16.5% of the currently outstanding shares of the Issuer on a non-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 Section 2.2 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.*

10,537,830 Common Shares were acquired by Torrieri for \$10,537.83 as described in 4.3 below. The price per common share was deemed to be \$0.001 per Common Share for a total value of \$10,537.83.

- 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 Section 4.1

- 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**

- 5.1 *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.*

Torrieri was issued 10,537,830 as a founder of the private company. Pursuant to an amalgamation agreement in relation to the reverse takeover transaction, all of Torrieri's shares in the private company were exchanged for Common Shares of the Issuer.

Depending on the market and other conditions, Torrieri will evaluate his investment in the Issuer and may increase or decrease his investment by future acquisitions and dispositions of Common Shares at his discretion, as circumstances warrant.

#### **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**

*The undersigned hereby certifies, to the best of my knowledge, information and belief that the statements contained herein are true and complete in every respect.*

DATED as of the 20<sup>th</sup> day of July, 2021.

"Sandro Torrieri" (signed)

Sandro Torrieri