

**NOTICE OF CHANGE IN CORPORATE STRUCTURE**  
**Pursuant to Section 4.9 of National Instrument 51-102**  
**Continuous Disclosure Obligations**

**Item 1 Name of the Parties to the Transaction**

KAPA Capital Inc. (“**KCI**”) completed a reverse takeover transaction (“**RTO**”) of Quantus Resources Corp. (“**Quantus**”) (as further described below).

In connection with the RTO, KAPA Capital Inc. changed its name to “KAPA Gold Inc.” and is referred to below as the “**Resulting Issuer**”.

**Item 2 Description of the Transaction**

Under the RTO, KCI acquired all of the issued and outstanding common shares of Quantus (“**Quantus Shares**”), pursuant to an amended and restated arrangement agreement (the “**Amended and Restated Arrangement Agreement**”) and an amended and restated acquisition agreement (the “**Amended and Restated Acquisition Agreement**”), both dated for reference September 22, 2020, as amended, and further amended effective February 28, 2022, April 25, 2022 and May 11, 2022, between KCI and Quantus.

Pursuant to the Amended and Restated Arrangement Agreement and the Amended and Restated Acquisition Agreement, shareholders of Quantus Shares received one common share of KCI (a “**KCI Share**”) for each Quantus Share held.

In connection with RTO, the Resulting Issuer completed a name change from “KAPA Capital Inc.” to “KAPA Gold Inc.”. The Resulting Issuer will continue the business which was previously conducted by Quantus.

**Item 3 Effective Date of Transaction**

May 19, 2021

**Item 4 Names of Each Party, if any, that Ceased to be an Issuer Subsequent to the Transaction and of each Continuing Entity**

No entity ceased to be an issuer.

**Continuing entities:**

Quantus Resources Corp. as a wholly-owned subsidiary of the Resulting Issuer.

KAPA Gold Inc. (formerly, KAPA Capital Inc.)

**Item 5 Date of the Issuer’s First Financial Year-End Subsequent to the Transaction**

The Resulting Issuer changed its year end from April 30 to December 31. The change of year end was a result of the acquisition of Quantus (which was an

RTO for KCI) and Quantus' year end was December 31). December 31 will be the first year end subsequent to the acquisition of Quantus.

**Item 6**      **Periods, including comparative periods, if any, of the Interim and Annual Financial Statements Required to be Filed for the Issuer's First Financial Year Subsequent to the Transaction**

- consolidated financial statements for the interim period ended March 31, 2022 compared to Quantus' interim period ended, March 31, 2021;
- consolidated financial statements for the interim period ended June 30, 2022 compared to Quantus' interim period ended June 30, 2021;
- consolidated financial statements for the interim period ended September 30, 2022 compared to Quantus' interim period ended September 30, 2021; and
- consolidated audited financial statements for financial year ended December 31, 2022 compared to Quantus' financial year ended December 31, 2021.

**Item 7**      **Documents filed under NI 51-102 that described the Transaction**

The terms of the RTO are disclosed in:

- (a) KCI's news release of May 6, 2020 announcing the proposed RTO;
- (b) KCI's news releases of September 24, 2020 and February 14, 2022 providing updates on the progress of the RTO;
- (c) KCI's Filing Statement dated May 12, 2022 and filed on SEDAR on May 16, 2022; and
- (d) the Resulting Issuer's news release of May 19, 2022 (and related material change report filed on May 20, 2022) announcing the closing of the RTO,

copies of which have been filed on SEDAR and are available under the Resulting Issuer's profile at [www.sedar.com](http://www.sedar.com).

**Item 8**      **Date of Report**

May 20, 2022