

**NATIONAL INSTRUMENT 62-103F1  
REQUIRED DISCLOSURE UNDER THE EARLY WARNING  
REQUIREMENTS**

**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 these securities.**

Common shares (the “**Common Shares**”) of Kill Ltd. (the **Company**”)

100 University Avenue, 5th Floor

Toronto, ON, M5J 1V6

**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.**

See item 2.2.

**2. Identity of the Acquiror**

**2.1 State the name and address of the Acquiror**

2393304 Ontario Inc. (the “**Acquiror**”)

145 King Street West, Suite 200,

Toronto, Ontario M5H 1J8

**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 November 27, 2020, Mr. Neil Sweeney (“**Mr. Sweeney**”) completed a reorganization of Common Shares of which he had direct or indirect beneficial ownership and control over (the “**Reorganization**”). The Reorganization involved a series of transactions involving mutually related parties, all of which were under Mr. Sweeney’s control or direction.

Mr. Sweeney, together with its associate (as such term is defined in section 1.1 of National Instrument 62-104 *Take-Over Bids and Issuer Bids* (“**NI 62-104**”)) Sweeney Oriole Trust (the “**Trust**”, and together with Mr. Sweeney, the “**Transferors**”) transferred all of their Common Shares to the Acquiror. In exchange for the Trust’s transfer of 99,000,00 Common Shares, the Acquiror issued 99,000,000 voting class B preferred shares in the capital of the Acquiror to the Trust. In exchange for the Mr. Sweeney’s transfer of 1,000,000 Common Shares, the Acquiror issued 1,000,000 voting class A preferred shares in the capital of the Acquiror to the Mr. Sweeney. A portion of such transferred Common Shares involved Common Shares held in escrow (each an “**Escrowed Share**”, and collectively the “**Escrowed Shares**”) pursuant to a surplus escrow agreement among the Company and Computershare dated June 14, 2019.

**2.3 State the name of any joint actors**

Mr. Sweeney and the Trust acted jointly with the Acquiror in effecting the Reorganization.

**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.

Immediately before the Reorganization, the Acquiror held no Common Shares directly, Mr. Sweeney held 1,000,000 Common Shares directly (of which 800,000 were Escrowed Shares), representing in aggregate approximately 0.34% of the issued and outstanding common shares of the Company on an undiluted basis, and the Trust held 99,000,000 Common Shares (of which 79,200,000 were Escrowed Shares), representing approximately 33.4% of the issued and outstanding Common Shares on an undiluted basis.

Immediately after the Reorganization, the Acquiror held 100,000,000 Common Shares, of which 80,000,000 were Escrowed Shares, representing in aggregate approximately 33.7% of the issued and outstanding Common Shares on an undiluted basis. Following the Reorganization, the Transferors hold no Common Shares directly.

**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 direct beneficial ownership of the securities listed in items 2.2 and 3.1 which triggered the requirement to file this report.

**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.**

See items 2.2 and 3.1.

**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 item 3.1.

**(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 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.

#### **4. Consideration Paid**

- 4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

See 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.**

See 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.**

Not applicable.

#### **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 in Canada;**
- (j) a solicitation of proxies from securityholders;**
- (k) An action similar to any of those enumerated above;**

The Common Shares were acquired for investment purposes. The Acquiror may acquire additional securities of the Company, including on the open market or through private acquisitions, or sell the securities, including on the open market or through private dispositions in the future depending on market conditions, reformulation of plans and/or other relevant factors. The Acquiror currently has no other plans or intentions that relate to, or would result in the matters listed in clauses (a) to (k), above. Depending on market conditions, general economic and industry conditions, the Company's business and financial condition and/or other relevant factors, The Acquiror may develop such plans or intentions in the future.

**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 fee 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.

**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.**

See item 2.2.

**8. Exemption**

**8.1 If the Acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for this transaction, state the exemption being relied on and describe the facts supporting that reliance.**

The Reorganization is exempt from the requirements in securities legislation applicable to formal bids under Section 4.2(1) of NI 62-104 based on the following:

1. the purchase was made from less than 5 persons;
2. a bid was not made generally to security holders of the class of securities that is the subject of the bid;
3. the value of the consideration paid was not greater than 115% of the market price of the securities at the date of the bid; and
4. there is a published market for the securities acquired.

**9. Certification**

**The acquiror must certify that the information in this report is true and complete in every respect. In the case of an agent, the certification is based on the agent's best knowledge, information and belief but the acquiror is still responsible for ensuring that the information filed by the agent is true and complete.**

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.

**December 4, 2020**

Date

**“Neil Sweeney”**

Signature

**Neil Sweeney**

Name