

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.**

This report relates to common shares (the “**Common Shares**”) of Kits Eyecare Ltd. (the **Company**”).

The Company’s address is:

510 Seymour Street, Suite 1020
Vancouver, BC
V6B 3J5

- 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.**

Toronto Stock Exchange (the “**TSX**”).

Item 2 - Identity of the Acquiror

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

Roger Hardy (“**Mr. Hardy**”)
510 Seymour Street, Suite 1020
Vancouver, BC
V6B 3J5

- 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.**

Mr. Hardy directly and beneficially held 8,955,507 Common Shares immediately following the closing of the initial public offering of the Company (the “**IPO**”) on January 19, 2021.

Since the IPO, Mr. Hardy, through a series of transactions, either over the facilities of the TSX, or the exercise of rights or options, acquired an aggregate of 1,113,788 Common Shares, which are held either directly, indirectly or over which Mr. Hardy has control or direction (the “**Acquisitions**”).

The obligation to file this report was triggered by the increase in ownership of Common Shares resulting from the Acquisitions.

2.3 State the names of any joint actors.

Not applicable.

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 item 2.2.

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.

See item 2.2.

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.

Before the Acquisitions, Mr. Hardy directly and beneficially held 8,955,507 Common Shares, representing 28.89% of the then current issued and outstanding Common Shares. Mr. Hardy also held 345,000 options to purchase an additional 345,000 Common Shares of the Company and 9,760 restricted share rights to purchase an additional 9,760 Common Shares of the Company.

Following the Acquisitions, Mr. Hardy holds directly or indirectly, or exercises control or direction over an aggregate of 10,069,295 Common Shares, representing 32.15% of the issued and outstanding Common Shares. Mr. Hardy also holds 445,000 options to purchase an additional 445,000 Common Shares of the Company and 1,960 restricted share rights to purchase an additional 1,960 Common Shares of the Company. Assuming the exercise of all such options and restricted share rights, Mr. Hardy would hold a total of 10,516,255 Common Shares, representing approximately 33.58% of the issued and outstanding Common Shares.

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,

Mr. Hardy held directly, indirectly or had control or direction over an aggregate of 10,069,295 Common Shares, representing 32.15% of the issued and outstanding Common Shares. Mr. Hardy also holds 445,000 options to purchase an additional 445,000 Common Shares of the Company and 1,960 restricted share rights to purchase an additional 1,960 Common Shares of the Company. Assuming the exercise of all such options and restricted share rights, Mr. Hardy would hold a total of 10,516,255 Common Shares, representing approximately 33.58% of the issued and outstanding Common shares.

- (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.**

Not applicable.

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.**

Mr. Hardy paid an average of \$4.19 per Common Share for the shares acquired on the TSX.

- 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.**

Not applicable.

- 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

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.

Mr. Hardy has acquired the Common Shares for investment purposes, and in the future, depending on market conditions, may purchase, hold, vote, trade, dispose of or otherwise deal in the securities of the Company whether in the open market, or otherwise, subject to a number of factors, including general market conditions.

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

I, as the acquiror, certify, or I, as the agent filing this 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: March 16, 2023

Signature: /s/ "Roger Hardy"
Name: ROGER HARDY