

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.**

Security Designation: Common Shares (“**Shares**”) of:

Issuer: CANPR Technology Ltd. (formerly General Assembly Holdings Limited) (the “**Company**”)  
Suite 1202, 90 Burnhamthorpe Road West  
Mississauga, Ontario L5B 3C3

**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 transaction or other occurrence that triggered the requirement to file this report did not take place across the facilities of any market.

**ITEM 2 – IDENTITY OF THE ACQUIROR**

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

James Warren Wilgar  
3311 Lakeland Crescent  
Burlington, Ontario  
L7N 1B9

**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 24, 2024, in connection with the closing of a merger agreement dated March 25, 2024 between the Company, CanPR Technology Inc. (“**CanPR**”) and 15772311 Canada Ltd., pursuant to which the Company acquired all of the securities of CanPR, by way of three-cornered amalgamation (the “**Transaction**”), Mr. Wilgar, together with 2479748 Ontario Inc. (“**2479748**”), Nancy S. Wilgar (“**Nancy**”) and Nicoya Ventures Inc. (“**Nicoya Ventures**”, and together with James Warren Wilgar, 2479748 and Nancy, the “**Wilgar Entities**”) acquired control over an aggregate of 5,580,849 Shares, representing approximately 14.34% of the Shares issued and outstanding following completion of the Transaction, on an undiluted basis.

Specifically, on June 24, 2024, upon closing of the Transaction: (i) James Warren Wilgar acquired 2,378,336 Shares; (ii) 2479748, a company controlled by James Warren Wilgar, acquired 2,015,699 Shares; (iii) Nancy S. Wilgar acquired 741,759 Shares; and (iv) Nicoya Ventures, a company controlled by Nancy S. Wilgar, acquired 445,055 Shares.

In addition, Mr. Wilgar holds 304,121 stock options in the Company, each of which is exercisable into one Share (the “**Stock Options**”), resulting in Mr. Wilgar, through the Wilgar Entities, controlling an aggregate of 5,884,970 securities of the Company (15.00% of the issued and outstanding Shares on a partially-diluted basis). The Wilgar Entities are directly or indirectly owned or controlled by Mr. Wilgar. Upon closing of the Transaction, Mr. Wilgar now owns or has control or direction over, directly or indirectly, more than 10% of the issued and outstanding Shares of the Company. All of the Wilgar Entities’ securities are subject to the terms of a TSXV Form 5D value security escrow agreement dated June 24, 2024 (the “**Escrow Agreement**”).

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

2479748 Ontario Inc.

Nancy S. Wilgar

Nicoya Ventures Inc.

**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.**

On June 24, 2024, the Wilgar Entities were issued 5,580,849 Shares and 304,121 Stock Options by the Company in connection with the Transaction.

Immediately prior to the issuance of the Shares and closing of the Transaction, the Wilgar Entities did not hold beneficial ownership of, or control or direction over the Company.

Immediately following the closing of the Transaction, Mr. Wilgar, through the Wilgar Entities, held beneficial ownership of, or control or direction over: (i) 5,580,849 Shares, representing approximately 14.34% of the current issued and outstanding number of Shares on a non-diluted basis; (ii) 304,121 Stock Options; and (iii) no other securities of the Company. Accordingly, Mr. Wilgar's holdings in the Company, through the Wilgar Entities, is greater than 10% on an undiluted basis. Following the issuance of Shares and Stock Options as set out above, Mr. Wilgar, through the Wilgar Entities, owns and controls an aggregate of 5,884,970 Shares, which represents 15.00% of the issued and outstanding Shares on a partially-diluted basis.

**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.**

See Item 3.1.

**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 Section 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 Section 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** 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.

See Section 3.1.

- 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 3.1.

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

See Section 3.1.

#### **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.

The securities referred to above are held for investment purposes.

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. Wilgar may in the future take such actions in respect of the Wilgar Entities ownership in the Shares as Mr. Wilgar may deem appropriate in light of the circumstances then existing, including the acquisition of additional securities of the Company through open market purchases or privately negotiated transactions or the sale of all or a portion of Mr. Wilgar's beneficial ownership of Shares in the open market or in privately negotiated transactions to one or more purchasers, subject in each case to applicable securities law.

Except as described herein, while Mr. Wilgar does not have any current plans or intentions that relate to or would result in the items listed in (a) through (k) above, depending on various factors including, without limitation, the Company's financial position, the price levels/values of the Shares, conditions in the securities markets and general economic and industry conditions, the Company's business or financial condition and other factors and conditions any of them deems appropriate, Mr. Wilgar may develop such plans in future.

#### **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 acquiror must certify that the information 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.

This report must be signed by each person on whose behalf the report is filed or his authorized representative.

It is an offence to submit information that, in a material respect and at the time and in the light of the circumstances in which it is submitted, is misleading or untrue.

#### **Certificate**

The certificate must state the following:

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:** June 25, 2024

*“James Warren Wilgar”*

James Warren Wilgar