

**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 ("**Common Shares**") of DeepMarkit Corp. (the "**Issuer**").

The Issuer's address is:

Suite 202, 615 - 15th Avenue SW  
Calgary, Alberta T2R 0R4.

**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 triggering the requirement to file this report was the acquisition of Common Shares of the Issuer pursuant to debt conversion transactions (the "**Debt Conversion**").

**Item 2 – Identity of the Acquiror**

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

Ranjeet Sundher (the "**Acquiror**")  
413 West Queens Road  
North Vancouver, BC, V7N 2K8

**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.**

The Acquiror completed the acquisition of the Common Shares pursuant to the Debt Conversion on November 8, 2021.

The Acquiror, directly, and indirectly through a private corporation controlled by the Acquiror, 1323552 B.C. Ltd. ("**1323552**"), entered into agreements with the Issuer on September 14, 2021 relating to the conversion of debt. On November 8, 2021, the Issuer completed the Debt Conversion transaction and issued 13,360,974 Common Shares, including 13,170,731 Common Shares issued to 1323552 and 190,243 Common Shares issued to the Acquiror directly.

Directly prior to the Debt Conversion, the Acquiror held, directly and indirectly, 95,000 Common Shares, representing approximately 1.31% of the issued and outstanding Common Shares. Following completion of the Debt Conversion, the Acquiror acquired directly and indirectly 13,360,974 Common Shares, resulting in aggregate ownership of approximately 65.42% of the issued and outstanding Common Shares of the Issuer.

The Acquiror holds no additional options, warrants or other securities convertible or exchangeable for Common Shares.

**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 the report and the change in the acquiror's securityholding percentage in the class of securities.**

See paragraph 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 the report.**

The Acquiror acquired Common Shares, resulting in 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 paragraph 2.2.

**3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred in Item 3.4 over which**

**(a) the acquiror, either alone or together with any joint actors, has ownership and control,**

See paragraph 2.2.

**(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.**

All 13,360,974 Common Shares issued to the Acquiror were issued at a deemed price of \$0.205 per Common Share.

- 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 paragraph 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.**

The Common Shares acquired by the Acquiror were issued pursuant to the terms of debt conversion agreements, relating to the conversion of debentures of the Issuer held by 1323552 in the principal amount of \$2,000,000, plus accrued interest in the amount of \$700,000, as well as \$39,000 owed to the Acquiror directly pursuant to accrued and unpaid management fees.

#### **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:**

All Common Shares owned or controlled by the Acquiror, directly and indirectly, are held for investment purposes and the Acquiror has no present intention to dispose of or acquire further Common Shares. In the future, Mr. Sundher may, from time to time, increase or decrease his direct and indirect ownership, control or direction over Common Shares or other securities of the Issuer

through market transactions, private agreements or otherwise, depending on market conditions and other relevant factors.

- (a) **the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**

None.

- (b) **a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**

None.

- (c) **a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**

None.

- (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;**

None.

- (e) **a material change in the present capitalization or dividend policy of the reporting issuer;**

None.

- (f) **a material change in the reporting issuer's business or corporate structure;**

None.

- (g) **a change in the reporting issuer's charter, bylaws or similar instrument or another action which might impede the acquisition of control of the reporting issuer by any person or company;**

None.

- (h) **a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;**

None.

- (i) **the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;**

None.

- (j) **a solicitation of proxies from securityholders;**

None.

(k) an action similar to any of those enumerated above.

None.

**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 the 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 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.

**DATED** November 8, 2021

*/s/ "Ranjeet Sundher"*

\_\_\_\_\_  
Ranjeet Sundher