

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.*

Securities: Common shares (the “**Common Shares**”), share purchase warrants (the “**Warrants**”) and options to purchase Common Shares (the “**Options**”) of Simply Solventless Concentrates Ltd. (formerly Dash Capital Corp.)

Issuer: Simply Solventless Concentrates Ltd. (formerly Dash Capital Corp.)
(the “**Resulting Issuer**”)
273209 Range Road 20
Rocky View County, Alberta
T4B 4P2

- 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.*

Not applicable. See item 2.2.

Item 2 - Identity of the Acquiror

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

William Macdonald
273209 Range Road 20
Rocky View County, Alberta
T4B 4P2

- 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 December 14, 2023, the private company Simply Solventless Concentrates Ltd. (“**SSC PrivateCo**”) completed a reverse take-over transaction (the “**RTO**”) of Dash Capital Corp. (“**Dash**”) whereby: (i) SSC PrivateCo amalgamated with 23966191 Alberta Ltd., a wholly-owned subsidiary of Dash; and (ii) all issued and outstanding common shares of SSC Private Co were cancelled and each former holder thereof, other than former holders who validly dissented in respect of the Amalgamation, is entitled to receive such number of common shares (“**Common Shares**”) of the Company for each one common share of SSC PrivateCo previously held (the “**SSC Shares**”).

In addition, an aggregate of 21,084,661 common share purchase warrants of SSC PrivateCo (the “**SSC Warrants**”), an aggregate of 42,000 finders’ warrants of SSC PrivateCo (the “**SSC Finders’ Warrants**”) and an aggregate of 4,255,000 options to acquire common shares of SSC PrivateCo (the “**SSC Options**”) outstanding immediately prior to the RTO were exchanged for an equal number of warrants (“**Warrants**”), finders’ warrants and options (“**Options**”) to purchase Common Shares, respectively, each on the

same terms and conditions as such SSC Warrants, SSC Finders' Warrants and SSC Options, as the case may be.

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

Immediately prior to the RTO, Mr. Macdonald did not own, directly or indirectly, any securities of the Resulting Issuer.

Pursuant to the RTO, Mr. Macdonald acquired ownership of (i) 5,458,724 Common Shares in exchange for the 5,458,724 SSC Shares held by him prior to the RTO; (ii) 2,173,725 Warrants exercisable at a price of \$0.20 per Common Share until August 28, 2026, in exchange for SSC Warrants held by him prior to the RTO; (iii) 150,000 Options exercisable at a price of \$0.195 per Common Share until February 28, 2028, in exchange for SSC Options held by him prior to the RTO; and (iv) 300,000 Options exercisable at a price of \$0.20 per Common Share until September 1, 2028, in exchange for SSC Options held by him prior to the RTO.

Immediately following the RTO, Mr. Macdonald beneficially owns, directly or indirectly, 5,458,724 Common Shares, 2,173,725 Warrants and an aggregate of 450,000 Options, representing 11.3% of the issued and outstanding Common Shares on a non-diluted basis, and 15.8% of the issued and outstanding Common Shares on a partially-diluted basis, assuming the exercise of the Warrants and Options held by Mr. Macdonald only.

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 item 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 *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.

- 3.8 *State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.*

Not applicable.

- 3.9 *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.*

Not applicable. 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.

Pursuant to the RTO, the holders of SCC Shares, SCC Warrants and SCC Options received Common Shares, Warrants and Options of the Resulting Issuer, on a one-for-one basis, for each SCC Share, SCC Warrant and SCC Options previously held.

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.

As a director of the Resulting Issuer, Mr. Macdonald will be actively involved in the business, operations and strategic planning for the Resulting Issuer.

The securities of the Resulting Issuer beneficially owned, directly or indirectly, by Mr. Macdonald, are held for investment purposes. Mr. Macdonald has a long-term view of the investment and may acquire additional securities including either on the open market or through private acquisitions or sell the securities including either on the open market or through private dispositions in the future depending on market conditions, reformulation of plans and/or other relevant factors.

Except as indicated above, Mr. Macdonald has no other plans or future intentions relating to the matters listed in the other clauses above.

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 described the facts supporting that reliance.

Not applicable.

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Item 9 Certificate

I, as the 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 December 18, 2023

/s/ "William Macdonald"

William Macdonald