

## Change in Corporate Structure Report

(In accordance with Section 4.9 of National Instrument 51-102 – *Continuous Disclosure Obligations*)

**Item 1**            **Names of the parties to the transaction**

1289625 B.C. Ltd. (“**128**”), 1317198 B.C. Ltd. (“**198**”), 1317202 B.C. Ltd. (“**202**”), 1317214 B.C. Ltd. (“**214**”), 1317220 B.C. Ltd. (“**220**”), 1317223 B.C. Ltd. (“**223**”), 1317225 B.C. Ltd. (“**225**”), 1317227 B.C. Ltd. (“**227**”), 1317229 B.C. Ltd. (“**229**”), 1317234 B.C. Ltd. (“**234**”), 1317236 B.C. Ltd. (“**236**”)

(collectively, the “**Parties**”, and each a “**Party**”).

**Item 2**            **Description of the transaction**

Under an arrangement agreement (the “**Arrangement Agreement**”) between the Parties dated November 17, 2021, 128 spun-out (the “**Arrangement**”) 198, 202, 214, 220, 223, 225, 227, 229, 234, and 236.

Pursuant to Sections 288 and 291 of the *Business Corporations Act* (British Columbia), the Parties completed a plan of arrangement (the “**Plan of Arrangement**”), with an effective date of December 17, 2021.

Under the Plan of Arrangement, 128’s shareholders exchanged each of their existing common shares of 128 for: (i) one hundred thousand (100,000) 198 common shares; (ii) one hundred thousand (100,000) 202 common shares; (iii) one hundred thousand (100,000) 214 common shares; (iv) one hundred thousand (100,000) 220 common shares; (v) one hundred thousand (100,000) 223 common shares; (vi) one hundred thousand (100,000) 225 common shares (vii) one hundred thousand (100,000) 227 common shares; (viii) one hundred thousand (100,000) 229 common shares; (ix) one hundred thousand (100,000) 234 common shares; (x) one hundred thousand (100,000) 236 common shares; and one Class B Common share of 128.

For further details regarding the Arrangement, please refer to the information circular of 128 dated November 22, 2021 under the corporate profile of 128 on the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) at [www.sedar.com](http://www.sedar.com).

**Item 3**            **Effective date of the transaction**

The Plan of Arrangement was effective on December 17, 2021.

**Item 4**            **Names of each party that ceased to be a reporting issuer subsequent to the transaction and of each continuing entity**

Not applicable.

Each Party is a reporting issuer in British Columbia and Alberta.

**Item 5**            **Date of the reporting issuer’s first financial year-end subsequent to the transaction (if paragraph (a) or (b)(ii) of Section 4.9 of NI 51-102 applies)**

Each Party’s financial year-end is December 31.

**Item 6**            **The periods, including the comparative periods, if any, of the interim financial reports and annual financial statements required to be filed for the reporting issuer's first financial year subsequent to the transaction (if paragraph (a) or (b)(ii) of Section 4.9 of NI 51-102 applies)**

March 31, June 30, September 30, December 31.

**Item 7**            **The filed documents that described the transaction and where those documents may be found in electronic format (if paragraph (a) or (b)(ii) of Section 4.9 of NI 51-102 applies)**

The following documents describing the transaction were filed on SEDAR and are available under 128's profile at [www.sedar.com](http://www.sedar.com):

- a) Management Information Circular dated November 22, 2021, describing the Arrangement and including the proposed Plan of Arrangement;
- b) Arrangement Agreement between the Parties dated November 17, 2021;
- c) News Release dated November 22, 2021, announcing the Plan of Arrangement;
- d) News Release dated December 17, 2021, announcing the closing of the Plan of Arrangement; and
- e) Material Change Report dated December 17, 2021 announcing the closing of the Plan of Arrangement.

The following documents describing the transaction were filed and are available under 198's profile at [www.sedar.com](http://www.sedar.com):

- a) Arrangement Agreement between the Parties dated November 17, 2021; and
- b) News Release dated December 17, 2021, announcing the closing of the Plan of Arrangement.

The following documents describing the transaction were filed and are available under 202's profile at [www.sedar.com](http://www.sedar.com):

- a) Arrangement Agreement between the Parties dated November 17, 2021; and
- b) News Release dated December 17, 2021, announcing the closing of the Plan of Arrangement.

The following documents describing the transaction were filed and are available under 214's profile at [www.sedar.com](http://www.sedar.com):

- a) Arrangement Agreement between the Parties dated November 17, 2021; and
- b) News Release dated December 17, 2021, announcing the closing of the Plan of Arrangement.

The following documents describing the transaction were filed and are available under 220's profile at [www.sedar.com](http://www.sedar.com):

- a) Arrangement Agreement between the Parties dated November 17, 2021; and

- b) News Release dated December 17, 2021, announcing the closing of the Plan of Arrangement.

The following documents describing the transaction were filed and are available under 223's profile at [www.sedar.com](http://www.sedar.com):

- a) Arrangement Agreement between the Parties dated November 17, 2021; and
- b) News Release dated December 17, 2021, announcing the closing of the Plan of Arrangement.

The following documents describing the transaction were filed and are available under 225's profile at [www.sedar.com](http://www.sedar.com):

- a) Arrangement Agreement between the Parties dated November 17, 2021; and
- b) News Release dated December 17, 2021, announcing the closing of the Plan of Arrangement.

The following documents describing the transaction were filed and are available under 227's profile at [www.sedar.com](http://www.sedar.com):

- a) Arrangement Agreement between the Parties dated November 17, 2021; and
- b) News Release dated December 17, 2021, announcing the closing of the Plan of Arrangement.

The following documents describing the transaction were filed and are available under 229's profile at [www.sedar.com](http://www.sedar.com):

- a) Arrangement Agreement between the Parties dated November 17, 2021; and
- b) News Release dated December 17, 2021, announcing the closing of the Plan of Arrangement.

The following documents describing the transaction were filed and are available under 234's profile at [www.sedar.com](http://www.sedar.com):

- a) Arrangement Agreement between the Parties dated November 17, 2021; and
- b) News Release dated December 17, 2021, announcing the closing of the Plan of Arrangement.

The following documents describing the transaction were filed and are available under 236's profile at [www.sedar.com](http://www.sedar.com):

- a) Arrangement Agreement between the Parties dated November 17, 2021; and
- b) News Release dated December 17, 2021, announcing the closing of the Plan of Arrangement.