

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: Class “A” Common Shares (“**Class “A” Shares**”)

Issuer: Imperial Equities Inc. (the “**Reporting Issuer**”)  
10060 Jasper Avenue, Suite 2151  
Edmonton, Alberta  
T5J 3R8

**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.**

Private Sale

**Item 2 – Identity of the Acquiror**

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

Jamel H. Chadi Professional Corporation (the “**Acquiror**”)  
10060 Jasper Avenue, Suite 2101  
Edmonton, Alberta  
T5J 3R8

**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 July 23, 2019, through a private sale, Imperial Land Corp. (“**ILC**”) sold 972,279 Class “A” Shares in the Reporting Issuer (the “**972,279 Common Shares**”) to the Acquiror, Jamel H. Chadi Professional Corporation, at a price of \$3.80 per Common Share (the “**Transaction**”).

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

N/A

**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.**

The 972,279 Common Shares represent approximately 10.15% of the issued and outstanding Class "A" Shares in the Reporting Issuer.

**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.**

Pursuant to the Transaction, the Acquiror acquired ownership of (and ILC disposed of) the 972,279 Common Shares. See item 2.2, above.

**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.**

Prior to the date of the Transaction, the Acquiror, directly or indirectly, beneficially owned and controlled 963,594 Class "A" Shares in the Reporting Issuer, representing approximately 10.05% of the issued and outstanding Class "A" Shares in the Reporting Issuer.

In addition, the Acquiror owns 24.883% of ILC which, prior to the date of the Transaction, owned 1,944,559 Class "A" Shares in the Reporting Issuer.

After giving effect to the Transaction, the Acquiror, directly or indirectly, beneficially owns and controls 1,935,873 Class "A" Shares in the Reporting Issuer, representing approximately 20.20% of the issued and outstanding Class "A" Shares in the Reporting Issuer.

The Acquiror owns 24.883% of ILC which, after giving effect to the Transaction and a concurrent sale of Class "A" Shares in the Reporting Issuer completed on the same date, owns zero (0) Class "A" Shares in the Reporting Issuer.

**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,**

After giving effect to the Transaction, the Acquiror, directly or indirectly, beneficially owns and controls 1,935,873 Class “A” Shares in the Reporting Issuer, representing approximately 20.20% of the issued and outstanding Class “A” Shares in the Reporting Issuer.

- (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.**

\$3.80 per Class “A” Share, for a total consideration of \$3,694,660.20.

**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 item 2.2, above. \$3.80 per Class “A” Share, for a total consideration of \$3,694,660.20.

**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;**

The Acquiror acquired the 972,279 Common Shares for investment purposes. The Acquiror currently has no plan or future intention to acquire or dispose of any additional Class “A” Shares.

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

The Acquiror currently has no plan or future intention to pursue a merger, reorganization or liquidation transaction 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;**

The Acquiror currently has no plan or future intention to pursue 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;**

The Acquiror currently has no plan or future intention to change the board of directors of the Reporting Issuer, including 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;**

The Acquiror currently has no plan or future intention to materially change the present capitalization or dividend policy of the Reporting Issuer.

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

The Acquiror currently has no plan or future intention to make a material change 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;**

The Acquiror currently has no plan or future intention to change the Reporting Issuer's charter, bylaws, or similar instruments or to take any other 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;**

The Acquiror currently has no plan or future intention to delist a class of securities of the Reporting Issuer from a marketplace or to cause a class of securities of the Reporting Issuer to cease to be authorized to be quoted on a marketplace.

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

The Acquiror currently has no plan or future intention to cause the Reporting Issuer to cease to be a reporting issuer in any jurisdiction of Canada.

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

The Acquiror currently has no plan or future intention to solicit proxies from securityholders.

**(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 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.**

The Acquiror has relied on the exemption contained at Section 4.2 of National Instrument 62-104 (Private Agreement Exemption) in acquiring the 972,279 Common Shares.

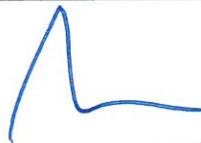
**Item 9 – Certification**

**Certificate**

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.

July 23, 2019

Date

A handwritten signature in blue ink, consisting of a large, stylized initial 'J' followed by a smaller 'H' and a trailing flourish.

Signature

Name: Jamel H. Chadi

Title: Director, Jamel H. Chadi Professional Corporation