

Form 62-103F1

Required Disclosure under the Early Warning Requirements

This is the first report from this Acquiror regarding this Issuer. This report is not being filed to amend information disclosed in an earlier report.

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.

Common shares (“**Shares**”) and convertible debentures (“**Debentures**”) of Vertiqal Studios Corp. (the “**Issuer**”). The Issuer’s head office address is: 117 Peter Street, Unit 301, Toronto, Ontario M5V 0M3.

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 that triggered the requirement to file this report was carried out by way of a private transaction and not through any marketplace.

Item 2 – Identity of the Acquiror

2.1 State the name and address of the acquiror.

Carriage House Wealth Ltd. (the “**Acquiror**”). The address of the Acquiror is: 33 Toronto Street North, Unit #2, Uxbridge, Ontario L9P 1E6. The Acquiror is duly incorporated pursuant to the *Canada Business Corporations Act*. The primary business of the Acquiror is as an exempt market dealer and portfolio manager.

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 occurrence that triggered the Acquiror’s requirement to file this report occurred on June 27, 2024.

On June 3, 2024, the Acquiror and a client of the Acquiror entered into an Investment Management Agreement whereby the client retained the Acquiror’s services as a portfolio manager and the client gave discretionary trading authority to the Acquiror in regard to the securities held in the client’s account. Accordingly, pursuant to the terms of the Investment Management Agreement, the Acquiror acquired control or direction over the securities in the client’s account, although beneficial ownership of the securities did not change and beneficial ownership remains with the client.

On June 27, 2024, the Issuer issued a two-year unsecured subordinated redeemable convertible debenture to the client in the principal amount of \$1,000,000. The client deposited the convertible debenture in the client’s managed account with the Acquiror.

The convertible debenture has a maturity date of June 27, 2026. Interest on the principal amount outstanding will accrue at an annual rate of 15%. The principal amount of the debenture is convertible at any time prior to the maturity date, at the option of the holder, into common shares of the Issuer at a price of \$0.025 per share. Assuming the conversion of the principal amount of this convertible debenture, and based upon the number of common shares beneficially owned by the Acquiror and the number of common shares that are under the control or direction of the Acquiror pursuant to Investment Management Agreements with this and other managed-account clients of the Acquiror, as at June 27, 2024 the Acquiror beneficially owned and/or exercised control and direction over an aggregate of 59,729,400 common shares of the Issuer, representing 9.46% of the Issuer's issued and outstanding common shares at that time. When adding the post-conversion deemed beneficial ownership of the client's convertible debenture dated June 27, 2024 (which represents an additional 40,000,000 common shares of the Issuer), the Acquiror was deemed to beneficially own and/or exercise control and direction over an aggregate of 99,729,400 common shares of the Issuer, representing 14.86% of the Issuer's issued and outstanding common shares on a partially diluted basis.

2.3 State the names of any joint actors.

Kevin Cooper, Chief Executive Officer, portfolio manager, and a director of the Acquiror. Mr. Cooper has also been a director of the Issuer since April 17, 2024.

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.

Immediately prior to the occurrence on June 27, 2024 that triggered the requirement to file this report (see Item 2.2 above), the Acquiror owned and held 5,600,000 common shares of the Issuer directly in the Acquiror's own account, in addition to having control or direction over a further 54,129,400 common shares of the Issuer in the Acquiror's managed accounts that are beneficially owned by the Acquiror's arm's-length clients. In addition, at this time the Acquiror also had control or direction over an earlier-issued convertible debenture of the Issuer ("**Convertible Debenture #1**") that was held in a managed account of an arm's-length client of the Acquiror; however, this convertible debenture is not convertible into common shares of the Issuer until September 10, 2025 (it is not convertible into common shares of the Issuer within the 60 days following June 27, 2024 or the 60 days following the date of this report, see subsection 1.8(1) of NI 62-104). Accordingly, immediately prior to the occurrence on June 27, 2024 (explained again below), the Acquiror beneficially owned or had control or direction over 59,729,400 common shares of the Issuer representing 9.46% of the Issuer's 631,113,354 outstanding common shares.

On June 27, 2024, the Issuer issued a two-year unsecured subordinated redeemable convertible debenture to a client of the Acquiror in the amount of \$1,000,000 ("**Convertible Debenture #2**"). The client deposited Convertible Debenture #2 in the

client's managed account with the Acquiror. Convertible Debenture #2 has a maturity date of June 27, 2026. Interest on the principal amount outstanding will accrue at an annual rate of 15%. The principal amount of the Convertible Debenture #2 is convertible at any time prior to the maturity date, at the option of the holder, into common shares of the Issuer at a price of \$0.025 per share. Assuming the conversion of the principal amount of Convertible Debenture #2, and based upon the number of common shares beneficially owned by the Acquiror and the number of common shares that are under the control or direction of the Acquiror pursuant to Investment Management Agreements with this and other managed-account clients of the Acquiror, as at June 27, 2024 the Acquiror beneficially owned and/or exercised control and direction over an aggregate of 59,729,400 common shares of the Issuer, representing 9.46% of the Issuer's issued and outstanding common shares at that time. When adding the post-conversion deemed beneficial ownership of the client's Convertible Debenture #2 (which represents an additional 40,000,000 common shares of the Issuer), the Acquiror is deemed to beneficially own and/or exercise control and direction over an aggregate of 99,729,400 common shares of the Issuer, representing 14.86% of the Issuer's issued and outstanding common shares on a partially diluted basis.

Additional updates:

On July 4, 2024, pursuant to an Investment Management Agreement with the Acquiror, a client of the Acquiror transferred control or direction of such client's 13,600,000 common shares of the Issuer to the Acquiror. These shares became included in the client's managed account with the Acquiror. The client retains beneficial ownership of such shares. Accordingly, as at July 4, 2024, the Acquiror is deemed to beneficially own and/or exercise control and direction over an aggregate of 113,329,400 common shares of the Issuer, representing 16.89% of the Issuer's issued and outstanding common shares on a partially diluted basis.

Pursuant to the terms of a Debt Settlement Agreement dated July 2, 2024 whereby the Acquiror and the Issuer agreed that the Issuer would issue common shares to the Acquiror in order to settle an outstanding amount owing to the Acquiror for consulting services, on July 5, 2024 the Issuer issued 8,666,666 common shares to the Acquiror. The common shares were valued by the parties at \$0.03 per share. This transaction increased the Issuer's total issued and outstanding common shares to 639,780,020. Accordingly, upon the closing of this transaction, the Acquiror is deemed to beneficially own and/or exercise control and direction over an aggregate of 121,996,066 common shares of the Issuer, representing 17.95% of the Issuer's issued and outstanding common shares on a partially diluted basis.

On July 15, 2024, the Acquiror purchased an additional 178,333 common shares of the Issuer through a secondary-market transaction utilizing the facilities of the Toronto Stock Exchange. The common shares were purchased at \$0.02 per share. Accordingly, upon the completion of this transaction, the Acquiror is deemed to beneficially own and/or exercise control and direction over an aggregate of 122,174,399 common shares of the Issuer, representing 17.97% of the Issuer's issued and outstanding common shares on a partially diluted basis.

In conclusion, as at the date of this report:

- the Acquiror directly owns 14,444,999 common shares of the Issuer;
- the Acquiror, as a portfolio manager, has control or direction over an additional 67,729,400 common shares of the Issuer, which are beneficially owned by the Acquiror's arm's-length clients in their managed accounts;
- the Acquiror, as a portfolio manager, has control or direction over Convertible Debenture #1, which is beneficially owned by an arm's-length client of the Acquiror in a managed account and which is not convertible into common shares of the Issuer at a price of \$0.025 per share until September 10, 2025 (which means that, as at the date hereof, there is no deemed beneficial ownership of the underlying common shares, see subsection 1.8(1) of NI 62-104). Deemed beneficial ownership of the 20,000,000 common shares of the Issuer that underly Convertible Debenture #1 will occur on July 12, 2025 (60 days prior to the conversion date);
- the Acquiror, as a portfolio manager, has control or direction over Convertible Debenture #2, which is beneficially owned by an arm's-length client of the Acquiror in a managed account and which is convertible into common shares of the Issuer at a price of \$0.025 per share (representing 40,000,000 common shares) at the option of the holder; and
- the Issuer has 639,780,020 common shares issued and outstanding (on a basic 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 this report.

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.

See Item 3.1 above.

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 above.

- (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 Item 2.2 and Item 3.1 above.

- 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 and Item 3.1 above.

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

See Item 2.2 and Item 3.1 above.

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.**

The Acquiror purchased and acquired direction/control over the Shares and Debentures for investment purposes only. The Acquiror could increase or decrease its investments in the Issuer or continue to maintain his current position, depending on market conditions and/or other relevant factors.

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

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.

September 20, 2024

.....
Date

(signed) “Kevin Cooper”
.....
Signature

Kevin Cooper - President
.....
Name/Title