

Notice of Change in Corporate Structure

Pursuant to Section 4.9 of National Instrument 51-102 *Continuous Disclosure Obligations*

Item 1 Names of the Parties

MG Capital Corporation (the “**Company**”)
DLP Resources Inc. (“**DLP**”)

Item 2 Description of the transaction

On November 15, 2019, the Company completed its previously announced qualifying transaction (the “**Transaction**”) with DLP. The Transaction was structured as a “three-cornered” statutory amalgamation of DLP and a wholly-owned subsidiary of the Company, and resulted in the Company acquiring all of the securities of DLP (the “**Amalgamation**”). As part of the Transaction, the Company effected a change to its management and board of directors.

Following completion of the Transaction, the issued and outstanding common shares in the capital of the Company (“**Common Shares**”) will be listed for trading on the TSX Venture Exchange, on or about November 25, 2019.

For additional information, please see the Company’s Filing Statement dated as of October 31, 2019, filed under the Company’s profile on SEDAR at www.sedar.com.

For the jurisdictions where the Company is a reporting issuer, the Transaction constitutes a reverse takeover pursuant to Canadian securities legislation (as defined in National Instrument 51-102 *Continuous Disclosure Obligations*). DLP was the reverse takeover acquirer.

Item 3 Effective Date of the Transaction

November 15, 2019

Item 4 Names of each party, if any, that ceased to be a reporting issuer after the transaction and of each continuing entity

N/A

Item 5 Date of reporting issuer’s first financial year-end subsequent to the transaction

April 30, 2020

Item 6 Periods, including comparative periods, if any, of the interim and annual financial statements required to be filed for the reporting issuer’s first financial year subsequent to the transaction

The Company will be required to file:

- (a) interim unaudited financial statements of DLP as the reverse takeover acquirer for the three months ended and the period from incorporation of DLP on June 7, 2019 to October 31, 2019;
- (b) interim unaudited financial statements of the Company for the three months ended and the period from incorporation of DLP on June 7, 2019 to January 31, 2020;
- (c) annual audited financial statements of the Company for the period from incorporation of DLP on June 7, 2019 to April 30, 2020.

Item 7

Documents filed under this Instrument that described the transaction and where those documents can be found in electronic format

The following documents describing the Transaction and related matters were filed under the Company profile on SEDAR at:

- (a) press release dated November 15, 2019, announcing the closing of the Transaction;
- (b) press release dated November 4, 2019, relating to the filing of the Filing Statement with respect to the Transaction;
- (c) Filing Statement, dated as of October 31, 2019, describing the Transaction and related matters;
- (d) material change report dated October 15, 2019, relating to the execution of the definitive agreement in respect of the proposed Transaction;
- (e) press release dated September 26, 2019, relating to the execution of the definitive agreement in respect of the proposed Transaction;
- (f) amalgamation agreement dated September 26, 2019 between DLP, 1224395 B.C. Ltd., and the Company; and
- (g) press release dated July 29, 2019, relating to the execution of the letter of intent in respect of the proposed Transaction.

DATED November 21, 2019