

Form 62-103F1

REQUIRED DISCLOSURE UNDER THE EARLY WARNING REQUIREMENTS

State if the report is filed to amend information disclosed in an earlier report. Indicate the date of the report that is being amended.

This filing is being made to report historical information concerning holdings of common shares of Arch Biopartners Inc. (the “**Issuer**”).

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.

This report relates to common shares of the Issuer.

The Issuer’s address is:

545 King Street West
Toronto, Ontario
M5V 1M1

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 shares acquired pursuant to the First Reportable Event (as defined below) were acquired via a non-brokered private placement.

The shares disposed of pursuant to the Second Reportable Event (as defined below) were donated to an arm’s length party.

Item 2 – Identity of the Acquiror

2.1 State the name and address of the acquiror.

John Heersink
c/o 2201 Lakeshore Rd
Burlington, ON L7R 1A8

902878 Ontario Limited is 100% wholly owned by John Heersink, serving as a holding company for Mr. Heersink’s security holdings.

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 February 28, 2017, the Acquiror acquired 1,000,000 common shares of the Issuer via a non-brokered private placement, (the “**First Reportable Event**”) at a price per share of \$0.40. As a result of this acquisition of common shares, no earlier than February 28, 2017, the Acquiror may be considered, under applicable Canadian securities laws, to have had control or direction over 6,200,000 common shares of the Issuer, which constituted approximately 11.3% of the issued and outstanding common

shares of the Issuer calculated as at such date in accordance with applicable Canadian securities laws.

Subsequently, on August 7, 2018, the Acquiror donated 500,000 common shares to an arm's length party (the "**Second Reportable Event**"). As a result of the Second Reportable Event, the Acquiror may be considered, under applicable Canadian securities laws, to have had control or direction over 5,540,000 common shares of the Issuer, which constituted approximately 9.5% of the issued and outstanding common shares of the Issuer calculated as at such date in accordance with applicable Canadian securities laws.

2.3 State the names of any joint actors.

902878 Ontario Limited, at the same address as referred to in Item 2.1.

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.

See Item 2.2

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

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.

On February 27, 2017, immediately before the First Reportable Event, the Acquiror held 4,700,000 common shares and 500,000 common share purchase warrants of the Issuer, exercisable from June 22, 2016 to June 22, 2018. Aggregated, the Acquiror is deemed to have beneficial ownership of 5,200,000 common shares of the Issuer, which constituted approximately 9.5% of the issued and outstanding Shares of the Issuer. On February 28, 2017, immediately after the First Reportable Event, the Acquiror held 5,700,000 common shares and 500,000 common share purchase warrants of the Issuer, exercisable from June 22, 2016 to June 22, 2018. Aggregated, the Acquiror is deemed to have beneficial ownership of 6,200,000 common shares of the Issuer, which constituted approximately 11.3% of the issued and outstanding common shares of the Issuer.

On August 7, 2018, immediately before the Second Reportable Event, the Acquiror held 6,040,000 common shares of the Issuer, which constituted approximately 10.3% of the issued and outstanding common shares of the Issuer. On August 7, 2018, immediately after the Second Reportable Event, the Acquiror held 5,540,000 common shares of the

Issuer, which constituted approximately 9.5% of the issued and outstanding common shares of the 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,**

Mr. Heersink, together with 902878 Ontario Limited, has direct ownership and control over the common shares referred to in Item 3.4 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.

On June 22, 2016, the Acquiror acquired share purchase warrants to purchase 500,000 common shares of the Issuer, exercisable from June 22, 2016 to June 22, 2018. In June, 2018, the Acquiror exercised the warrants, receiving 500,000 common shares at \$0.50 per share.

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.

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.

The common shares pursuant to the First Reportable Event were purchased pursuant to a private placement for cash consideration of \$0.40 per common share for aggregate cash consideration of \$400,000.

The shares pursuant to the Second Reportable Event were donated to an arm's length party for no cash consideration.

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 4.1.

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 4.1.

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.

Mr. Heersink, personally and through 902878 Ontario Limited, acquired the Issuer's common shares for investment purposes, and he may, from time to time, increase or decrease his shareholdings or continue to hold common shares of the Issuer as he may determine appropriate in the normal course of investment activities.

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

The acquiror must certify that the information in this report is true and complete in every respect. In the case of an agent, the certification is based on the agent's best knowledge, information and belief but the acquiror is still responsible for ensuring that the information filed by the agent is true and complete.

This report must be signed by each person on whose behalf the report is filed or his or her authorized representative.

It is an offence to submit information that, in a material respect and at the time and in the light of the circumstances in which it is submitted, is misleading or untrue.

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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.

November 29, 2018

Date

(signed) "John Heersink"

Signature

John Heersink/ President

Name/ Title