

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.

Common Shares and Warrants of Covalon Technologies Ltd. ("**Covalon**")

Covalon Technologies Ltd.
1660 Tech Avenue, Unit 5
Misissauga, Ontario
L4W 5S7

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.

Non-Brokered Private Placement.

Item 2 - Identity of the Acquiror

2.1 State the name and address of the acquiror.

Mr. Abe Schwartz ("**Mr. Schwartz**")
34 Limcombe Drive
Thornhill, ON L3T 2V5

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.

Mr. Schwartz and Covalon, announced on June 1, 2017, pursuant to National Instrument 62-103, that Mr. Schwartz, who is Covalon's Chairman and a Control Person under the TSX Venture Exchange rules, has acquired 775,000 common shares of Covalon pursuant to the exercise of 775,000 previously issued warrants, at an exercise price of \$1.00 per warrant for aggregate proceeds to Covalon of \$775,000.

Additionally, as part of Covalon's previously announced private placement offering (the "**Offering**") of units ("**Units**"), Mr. Schwartz has acquired an additional 114,796 common shares of Covalon (approx. 0.54% of the presently issued and outstanding common shares) and 114,796 common share purchase warrants (the "**Acquired Securities**"). The Acquired Securities were purchased at a price of \$1.96 per Unit for an aggregate purchase price of \$225,000.

2.3 State the names of any joint actors.

Mr. Abe Schwartz

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 the report and the change in the acquiror's securityholding percentage in the class of securities.

See Item 2.2 above.

As of May 31, 2017, the date immediately prior to the closing of the Offering and the aforementioned exercise of warrants, Mr. Schwartz beneficially owned, controlled or directed 7,156,320 common shares of Covalon (approx. 36.94% of the then issued and outstanding common shares) and 775,000 common share purchase warrants.

As a result, Mr. Schwartz now collectively beneficially owns, controls or directs an aggregate of 8,046,116 common shares of Covalon (approx. 37.71% of the presently issued and outstanding common shares) and 114,796 common share purchase warrants.

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 the report.

See Items 2.2 and 3.1 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 Items 2.2 and 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 Items 2.2 and 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.

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 transaction took place through the facilities of the TSX Venture Exchange. Mr. Schwartz acquired 775,000 common shares of Covalon pursuant to the exercise of 775,000 previously issued warrants, at an exercise price of \$1.00 per warrant for aggregate proceeds to Covalon of \$775,000.

The Acquired Securities were purchased at a price of \$1.96 per Unit for an aggregate purchase price of \$225,000.

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 above.

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;
- (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 Acquired Securities were acquired for investment purposes and Mr. Schwartz may, directly or indirectly, acquire further securities of Covalon, or dispose of his

holdings as investment conditions warrant. Mr. Schwartz currently has no other plans or intentions that relate to or would result in any of the actions listed in items (a) to (k) above, but may develop such plans or intentions in the future.

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.

See Items 2.2 and 3.1 above.

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

Mr. Abe Schwartz certifies that the statements made in this report are true and complete in every respect.

DATED June 2, 2017

(Signed) "Abe Schwartz"

Name: Mr. Abe Schwartz
Title: Chairman