

FORM 51-102 SECTION 4.9
NOTICE OF CHANGE OF CORPORATE STRUCTURE

1. Name and Address of Issuer

Clip Money Inc. (“**Clip Money**” or the “**Company**”)
96 Riverdale Ave
Ottawa, ON
K1S1R2

2. Parties to the Transaction

Clip Money
13842053 Canada Corp. (“**138**”)

3. Description of the Transaction

On May 20, 2022, former Clip Money Inc. (“**Former Clip Money**”) completed a “reverse takeover” (the “**RTO**”) of 138. In furtherance of the RTO, Former Clip Money and 138 amalgamated under the federal laws of Canada pursuant to an amalgamation agreement dated May 20, 2022 (the “**Amalgamation Agreement**”). The amalgamated entity continued under the name “Clip Money Inc.”

Prior to the completion of the RTO and pursuant to the Amalgamation Agreement: (i) 138 implemented a split all of its outstanding common shares based on a ratio of 1.2727:1 resulting in an aggregate of 1,400,000 post-split common shares of 138 outstanding (“**138 Split**”) and (ii) Former Clip Money implemented a split of all of its outstanding common shares (the “**Former Clip Money Common Shares**”) based on a ratio of 31.3325:1 resulting in an aggregate of 51,152,511 Former Clip Money Common Shares outstanding (the “**Former Clip Money Split**”).

Following completion of the 138 Split, the Former Clip Money Split and the RTO, the Corporation had 66,230,194 Common Shares, 2,838,946 options to acquire common shares and 4,087,220 warrants outstanding.

4. The Name of Each Party, if any, that Ceased to be a Reporting Issuer after the Transaction and of Each Continuing Entity

Subsequent to the completion of the RTO, Clip Money, as the continuing entity, will continue to be a reporting issuer in the Provinces of British Columbia and Alberta, and will also become a reporting issuer in Ontario.

5. The Date of the Reporting Issuer’s First Financial Year-End after the transaction

The Company’s first financial year-end after the RTO will be December 31, 2022.

6. Periods, Including the 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

- (a) Interim consolidated financial statements for the three, six and nine months ended March 31, 2022, June 30, 2022 and September 30, 2022 (as compared with the three, six and nine months ended March 31, 2021, June 30, 2021 and September 30, 2021);
- (b) Annual consolidated financial statements for the 12 months ended December 31, 2022 (as compared with the 12 months ended December 31, 2021);

7. Documents filed under NI 51-102 that describe the transaction and where they can be found in electronic format

Further details regarding the RTO are described in the Form 2B listing application (the "**Listing Application**") dated May 20, 2022. A copy of the Listing Application is available on SEDAR at www.sedar.com.

Dated: May 26, 2022