

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.

Securities: This report relates to common shares (“**Common Shares**”) of Venzee Technologies Inc. (the “**Issuer**”), formerly known as Gold Finder Explorations Ltd.

Issuer: Venzee Technologies Inc.
422 Richards St., Suite 170
Vancouver, British Columbia
Canada, V6B 2Z4

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.

Not applicable.

Item 2 – Identity of the Acquiror

2.1 State the name and address of the acquiror.

Katharine (Kate) Hiscox (the “**Shareholder**”)
422 Richards St., Suite 170
Vancouver, British Columbia
Canada, V6B 2Z4

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 December 21, 2017 (the “**Closing Date**”), Venzee Inc. completed a reverse takeover of the Issuer pursuant to an agreement and plan of merger dated November 6, 2017 (the “**Merger Agreement**”) between the Issuer, a wholly-owned subsidiary of the Issuer and Venzee Inc. (the “**Transaction**”). Pursuant to the Transaction, an aggregate of 42,040,823 Common Shares and 3,434,083 Common Shares stock options (“**Stock Options**”) were ultimately issued to former stockholders and optionholders, respectively, of Venzee Inc. as consideration for their securities of Venzee Inc.

As a result of the Transaction and the issuance of an aggregate of 15,000,000 Common Shares issued at \$0.50 per share on the Closing Date as part of a financing of \$7.5 million completed by the Issuer concurrently with the Transaction (the “**Financing**”), an aggregate of 62,300,746 Common Shares are now issued and outstanding.

Pursuant to the Transaction, the Shareholder ultimately received on the Closing Date an aggregate of 10,289,250 Common Shares (which are beneficially owned and controlled by the Shareholder, representing approximately 16.5% of the outstanding Common Shares) and 1,134,380 Stock Options. On a partially basis, assuming the exercise of all of the Shareholder's Stock Options, the Shareholder would beneficially own and control an aggregate of 11,423,630 Common Shares, representing approximately 18.0% of the outstanding Common Shares.

The above percentages are calculated based on 62,300,746 Common Shares issued and outstanding after giving effect to the Transaction and the Financing. The Shareholder did not own any securities of the Issuer prior to the closing of the Transaction on the Closing Date.

For more information on the Transaction, refer to the filing statement of the Issuer dated December 12, 2017, available under the Issuer's SEDAR profile at www.sedar.com.

2.3 State the name of any joint actors.

Not applicable.

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.

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 2.2 above. Prior to the Transaction, no securities of the Issuer were owned by the Shareholder.

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 3.4 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.

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.

The Common Shares were issued at a deemed value of \$0.50 pursuant to the Transaction, representing an aggregate of \$5,144,625 for the Common Shares issued to the Shareholder.

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 Items 2.2 and 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.

The securities were issued pursuant to the Transaction, which was completed pursuant to the Merger Agreement.

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.**

See Item 2.2 above. Other than as set out in Item 2.2 above and in this Item 5, the Shareholder does not currently have any other plans or intentions that relate to or would result in any of the items listed in items (a) to (k) above.

The Shareholder acquired the securities for investment purposes, and currently has no other plans or intentions that relate to or would result in any change to its investment in the Issuer. However, depending on market conditions, general economic and industry conditions, trading prices of the Issuer's securities, the Issuer's business, financial condition and prospects and/or other relevant factors, the Shareholder may develop such plans or intentions in the future and, at such time, may from time to time acquire or dispose of securities of the Issuer.

In accordance with Policy 5.4 – Escrow, Vendor Consideration and Resale Restrictions of the TSX Venture Exchange (“**TSXV**”), the Shareholder has on the Closing Date entered into a value escrow agreement with the transfer agent of the Issuer pursuant to which the Common Shares held by the Shareholder will be released from escrow in accordance with the following schedule: (i) 10% at the time of the issuance of the final bulletin of the TSXV in respect of the Transaction (the “**Final Bulletin Date**”), (ii) an additional 15% 6 months after the Final Bulletin Date, (iii) an additional 15% 12 months after the Final Bulletin Date, (iv) an additional 15% 18 months after the Final Bulletin Date, (v) an additional 15% 24 months after the Final Bulletin Date, (vi) an additional 15% 30 months after the Final Bulletin Date, and (vii) the remaining 15% 36 months after the Final Bulletin Date. For more information on the escrow requirements, refer to the Filing Statement, under “Part IV – Information Concerning the Resulting Issuer - Escrowed Securities and Contractual Restrictions”.

In addition, the Shareholder has entered into a standard lock-up agreement with the lead agent of the Financing pursuant to which it has agreed not to trade or otherwise transfer its securities of the Issuer without the consent of the lead agent for a period of 4 months following the Closing Date.

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,

