

**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 the common shares (the "**Common Shares**") in the capital of StorageVault Canada Inc.

Issuer: StorageVault Canada Inc. ("**StorageVault**" or the "**Issuer**")  
100 Canadian Road  
Toronto, Ontario M1R 4Z5

**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 transaction giving rise to this report was the closing of a short form prospectus offering of Common Shares on July 19, 2017 (the "**Offering**").

**Item 2 - Identity of the Acquiror**

**2.1 State the name and address of the acquiror.**

SaskWorks Venture Fund Inc. (the "Seller" or "SaskWorks")  
925 Victoria Avenue, Second Floor  
Regina, Saskatchewan S4P 0R3

Incorporation: SaskWorks was incorporated under *The Labour-sponsored Venture Capital Corporations Act* (Saskatchewan)

Principal Business: SaskWorks is a labour sponsored venture capital mutual fund offered by way of prospectus to residents of Saskatchewan that invests in small and medium-sized Saskatchewan eligible businesses.

**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.**

In concert the Offering on July 19, 2017, SaskWorks disposed of 12,063,650 common shares ("Common Shares") of the Issuer, representing 4.02% of the issued and outstanding Common Shares of the Issuer immediately prior to the Offering. Concurrently, Apex II Investment Fund Limited Partnership ("Apex II") a private investment fund under common management control with SaskWorks disposed of 6,804,350 Common Shares of the Issuer, representing 2.27% of the issued and outstanding Common Shares of the Issuer immediately prior to the Offering.

**2.3 State the names of any joint actors.**

Apex II

**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. SaskWorks disposed of 12,063,650 Common Shares of the Issuer at a price of \$2.65 per Common Share, representing 4.02% of the issued and outstanding Common Shares of the Issuer immediately prior to the Offering.

**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.**

SaskWorks disposed ownership of, and ceased to have control over 12,063,650 Common Shares.

**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.**

Prior to the disposition of the 12,063,650 Common Shares, SaskWorks owned or controlled 38,044,367 Common Shares (including warrants to purchase 2,177,998 Common Shares), representing 12.00% of the issued and outstanding Common Shares of the Issuer (on a fully-diluted basis). SaskWorks now owns or controls 25,980,717 Common Shares (including warrants to purchase 2,177,998 to purchase Common Shares), representing 7.44% of the issued and outstanding Common Shares (on a fully diluted basis) 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,**

SaskWorks now owns and controls 25,980,717 Common Shares (including warrants to purchase 2,177,998 to purchase Common Shares), representing 7.44% of the issued and outstanding Common Shares (on a fully diluted basis) of the Issuer.

**(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.**

Apex II owns or controls warrants to purchase 322,002 warrants to purchase Common Shares (representing 0.09% of the issued and outstanding Common Shares (on a fully diluted basis) of the Issuer. Rob Duguid and Johanna Salloum, directors of the Issuer nominated by the Seller and Apex II, collectively own or control options to purchase 893,400 Common Shares (representing 0.26% of the issued and outstanding Common Shares (on a fully diluted basis) of the Issuer.

**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.

See item 6.

#### **Item 4 - Consideration Paid**

- 4.1** State the value, in Canadian dollars, of any consideration paid or received per security and in total.

See item 2.2. SaskWorks disposed of ownership and control of 12,063,650 Common Shares of the Issuer at a price of \$2.65 per Common Share, representing an aggregate gross purchase price of \$31,968,672.50.

- 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 2.2. The Common Shares were disposed of by SaskWorks pursuant to the Offering.

#### **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.

SaskWorks acquired the Common Shares for investment purposes. Presently, SaskWorks has no intention of acquiring any further securities of the Issuer. SaskWorks may acquire ownership of or control over further securities of the Issuer in the future depending upon market circumstances. Increase or decrease in ownership of securities of the Issuer will depend on numerous conditions, including the price of the Common Shares and general market conditions.

#### **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.**

SaskWorks is party to a right of first negotiation agreement dated April 28, 2015, with the holders of an aggregate of approximately 27,965,060 Common Shares (as of the date of execution of such agreement), which provides SaskWorks with the right, in the event that such shareholder wishes to sell any of its Common Shares, to negotiate with such shareholder to purchase the Common Shares, and provides the other shareholders with the right, in the event that SaskWorks wishes to sell any of its Common Shares, to negotiate with the other shareholders to sell the Common Shares.

#### **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 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 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.

**CERTIFICATE**

I, as the acquiror, certify, or I, as the agent filing the 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.

**DATED** as of the 20<sup>th</sup> day of July, 2017.

**SASKWORKS VENTURE FUND INC.**

Per: "Signed"

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*Authorized Signatory*