

NOTICE
NATIONAL INSTRUMENT 51-102
CHANGE IN CORPORATE STRUCTURE

This notice is provided pursuant to the requirements of Sections 4.9 of National Instrument 51-102 – *Continuous Disclosure Obligations* (“NI 51-102”).

Item 1: Names of the Parties to the Transaction

37 Capital Inc. (“**37 Cap**”), 27 Red Capital Inc. (“**27 Red**”) and 4 Touchdowns Capital Inc. (“**4 TD**”)

Item 2: Description of the Transaction

Pursuant to and subject to the terms and conditions set out in an arrangement agreement among 37 Cap, 27 Red and 4 TD dated April 30, 2015, 37 Cap, 27 Red and 4 TD completed a court approved statutory plan of arrangement (the “**Arrangement**”) under Part 9, Division 5 of the *Business Corporations Act* (British Columbia). As a result of the Arrangement, 27 Red and 4 TD each became a reporting issuer in British Columbia, Alberta and Quebec.

Under the Arrangement, 37 Cap transferred:

- (a) \$20,677.24 cash and a promissory note in the principal amount of \$20,677.24 to 27 Red in exchange for the issuance of 2,067,724 common shares of 27 Red to 37 Cap’s shareholders on a *pro rata* basis; and
- (b) \$20,677.24 cash and a promissory note in the principal amount of \$20,677.24 to 27 Red in exchange for the issuance of 2,067,724 common shares of 4 TD to 37 Cap’s shareholders on a *pro rata* basis.

Further details of the Arrangement are set out in the Information Circular dated May 6, 2015 of 37 Capital, as well as 37 Capital’s news releases and material change reports described at Item 7 below, all of which have been filed by 37 Capital on SEDAR and are available at www.sedar.com.

Item 3. Effective Date of the Transaction

February 12, 2016

Item 4. Names of Each Party That Ceased to be a Reporting Issuer Subsequent to the Transaction and of Each Continuing Entity

No party ceased to be a reporting issuer following completion of the Arrangement. As a result of the Arrangement, 27 Red and 4 TD each became a reporting issuer in British Columbia, Alberta and Quebec on the Effective Date.

37 Cap continues to be a reporting issuer in British Columbia, Alberta, Ontario and Quebec.

Item 5. Date of the Reporting Issuer’s First Financial Year-End Subsequent to the Transaction

27 Red’s first financial year end subsequent to the Arrangement will be December 31, 2016.

4 TD's first financial year end subsequent to the Arrangement will be December 31, 2016.

Item 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

27 Red's first financial statements (audited) after becoming a reporting issuer will be for the period ended December 31, 2016. 27 Red's first interim financial statements after it becomes a reporting issuer will be for the three month interim period ending March 31, 2016, the six month interim period ending June 30, 2016 and the nine month interim period ending September 30, 2016.

4 TD's first financial statements (audited) after becoming a reporting issuer will be for the period ended December 31, 2016. 4 TD's first interim financial statements after it becomes a reporting issuer will be for the three month interim period ending March 31, 2016, the six month interim period ending June 30, 2016 and the nine month interim period ending September 30, 2016.

Item 7. Documents Which Were Filed Under National Instrument 51-102 that Describe the Transaction and Where Those Documents Can Be Found In Electronic Format

- News release of 37 Cap dated May 4, 2015 and filed on May 4, 2015;
- Material Change Report of 37 Cap dated May 4, 2015 and filed on May 4, 2015;
- Arrangement Agreement dated April 30, 2015 among 37 Cap, 27 Red and 4 TD and filed on May 4, 2015;
- Information Circular of 37 Cap dated May 6, 2015 and filed on May 11, 2015;
- News release of 37 Cap dated June 15, 2015 and filed on June 15, 2015;
- Material Change Report of 37 Cap dated June 15, 2015 and filed on June 15, 2015;
- News release of 37 Cap dated February 4, 2016 and filed on February 4, 2016; and
- Material Change Report of 37 Cap dated February 4, 2016 and filed on February 4, 2016.

Item 8. Date of Report

February 12, 2016