

## NOTICE OF CHANGE IN CORPORATE STRUCTURE

### Pursuant to Section 4.9 of National Instrument 51-102 *Continuous Disclosure Requirements*

**1. Names of the parties to the transaction.**

Empatho Holdings Inc. (formerly Shane Resources Ltd.) (the “**Company**”);  
13348776 Canada Inc. (“**Subco**”); and Empatho Corp. (“**Empatho**”).

**2. Description of the transaction.**

On December 13, 2021, the Company completed a reverse takeover transaction (the “**RTO Transaction**”) with Subco and Empatho. The RTO Transaction was effected by way of a triangular amalgamation among the Company, Empatho and Subco. In connection with the RTO Transaction, the Company changed its year-end to be the same as that of Empatho (October 31<sup>st</sup>), changed its name from “Shane Resources Ltd.” to “Empatho Holdings Inc.” and reconstituted its board of directors and senior officers to consist of John Ross (Chief Financial Officer), Hamid Boland (Chief Technical Officer), Joshua Granek (Chief Scientific Officer) Rakesh Jetly (Director), Hugh Colin MacKay (Director), Andre Peschong (Director), Carl Castro (Director) and Yan Namer (Director, Corporate Secretary and Chief Executive Officer).

Other than as described above, there were no other changes in the corporate structure of the Company.

**3. Effective date of the transaction.**

December 13, 2021.

**4. Name of each party, if any, that ceased to be a reporting issuer after the transaction and of each continuing entity.**

Not applicable. The Company continues to be a reporting issuer in British Columbia, Alberta and Saskatchewan, and subsequent to the Company’s listing on the Canadian Securities Exchange on December 29, 2021, the Company is now a reporting issuer in Ontario.

**5. Date of the reporting issuer's first financial year-end subsequent to the transaction.**

The Company’s first financial year-end subsequent to the RTO Transaction will be October 31, 2022, as the Company has adopted the financial year-end of Empatho in accordance with Section 4.10(1)(b) of National Instrument 51-102 – *Continuous Disclosure Requirements* (“**Instrument**”).

**6. Periods, including comparative periods, if any, of the interim and annual financial statements required to be filed for the company's first financial year subsequent to the transaction.**

The Company has adopted the financial year-end of Empatho in accordance with Section 4.10(1)(b) of the Instrument. The Company will file interim financial statements for the three month period ended January 31, 2022 on or before April 1, 2022, for the six month period ended April 30, 2022 on or before June 29, 2022, for the nine months period ended July 31, 2022 on or before September 29, 2022, and annual audited financial statements for the year ended October 31, 2022 on or before February 28, 2023.

**7. Documents filed that describe the transaction and where those documents can be found in electronic format.**

Further information about the RTO Transaction can be found in the following documents:

- news release of the Company dated April 9, 2021;
- news release of the Company dated June 30, 2021;
- management information circular of the Company filed on October 4, 2021
- news release of the Company dated October 19, 2021;
- news release of the Company dated November 1, 2021;
- material change report of the Company dated November 5, 2021;
- news release of the Company dated November 23, 2021;
- material change report of the Company dated November 23, 2021;
- business combination agreement of the Company filed on November 23, 2021;
- CSE Form 2A Listing Statement of the Company filed on December 21, 2021.
- news release of the Company dated December 3, 2021;
- material change report of the Company dated December 3, 2021;
- news release of the Company dated December 14, 2021;
- news release of the Company dated December 16, 2021;
- news release of the Company dated December 23, 2021; and
- material change report of the Company dated January 4, 2022.

The above documents are available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

**DATED** January 10, 2022.

Per: (signed) "John Ross"  
Name: John Ross  
Title: Chief Financial Officer