

## **NOTICE OF CHANGE IN CORPORATE STRUCTURE**

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

#### **Item 1 Names of the Parties to the Transaction**

GAR Limited (“**GAR**” the “**Company**”), Netcoins Inc. (“**Netcoins**”) and the shareholders of Netcoins.

#### **Item 2 Description of the Transaction**

On March 8, 2018, the Company completed the acquisition (the “**Transaction**”) of all of the issued and outstanding shares of Netcoins Inc. (“**Netcoins**”), a private British Columbia company, pursuant to the terms of a share exchange agreement dated November 16, 2017, as amended, (the “**Share Exchange Agreement**”). The Transaction constitutes a “fundamental change” for the Company pursuant to the policies of the Canadian Securities Exchange (the “**CSE**”).

In consideration for the Transaction, the Company paid an aggregate of \$4,000,000 and issued 52,857,142 common shares in the capital of GAR (the “**Payment Shares**”) to the holders of Netcoins securities at a deemed price of \$0.35 per Payment Share. Certain Payment Shares issued to the principals of the Company are subject to escrow conditions required by applicable securities laws and CSE requirements. In addition, certain of the Payment Shares are subject to voluntary hold periods as agreed to by former Netcoins shareholders.

In connection with the Transaction, the Company also issued 5,000,000 common shares to an arm’s length third party at a deemed price of \$0.35 per Common Share as a finder’s fee.

Effective at the opening of trading on March 14, 2018, the Company resumed trading under the new symbol “NETC”.

#### **Item 3 Effective Date of the Transaction**

March 8, 2018.

#### **Item 4 Names of Each Party, if any, that Ceased to be a Reporting Issuer after the Transaction and of each Continuing Entity**

Not Applicable.

**Item 5 Date of the Reporting Issuer's First Financial Year-End after the Transaction, if applicable**

The Company's first financial year-end subsequent to the completion of the Transaction is January 31, 2019.

**Item 6 The Periods, including comparative periods, if any, of the Interim and Annual Financial Statements Required to be Filed for the Reporting Issuer's First Financial Year after the Transaction, if applicable**

<b>Period and Ending Date</b>	<b>Comparative Period and Ending Date</b>
Interim financial statements for the three month period ended April 30, 2018	Three months ended April 30, 2017
Interim financial statements for the six month period ended July 31, 2018	Six months ended July 31, 2017
Interim financial statements for the nine month period ended October 31, 2018	Nine months ended October 31, 2017
Audited financial statements for the year ended January 31, 2019	12 months ended January 31, 2018

**Item 7. Documents filed under NI 51-102 that describe the Transaction**

On November 20, 2017, the Company disseminated and filed on SEDAR a news release announcing the proposed Transaction.

On February 28, 2018, the Company filed on SEDAR a Listing Statement dated February 28, 2018 in connection with the Transaction.

On March 9, 2018, the Company disseminated and filed on SEDAR a news release announcing the closing of the Transaction. The Company also filed a material change report on March 13, 2018.

DATED: March 14, 2018