

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**

Axcap Ventures Inc. (formerly Netcoins Holdings Inc.) (the “Company”)

Item 2 **Description of the Transaction**

On May 16, 2022, the Company completed its change of business (“**Change of Business**”) pursuant to Policy 8 of the Canadian Securities Exchange (the “CSE”) from an industrial issuer to an investment issuer.

In connection with the Change of Business, on April 20, 2022, the Company changed its name from “Netcoins Holdings Inc.” to “Axcap Ventures Inc.” (the “**Name Change**”).

Effective at the opening of markets on May 17, 2022, the Company commenced trading of its common shares on the CSE under the new name: Axcap Ventures Inc. The Company’s stock symbol is now “AXCP”. The Company’s new CUSIP number is 05455X106 and the new ISIN number is CA05455X1069.

There were no other changes in the corporate structure of the Company, and there was no change to the Company’s financial year-end or interim and annual reporting periods.

Item 3 **Effective Date of the Transaction**

May 16, 2022 (Change of Business) and April 20, 2022 (Name Change)

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**

Not Applicable.

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**

Not Applicable.

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

On August 17, 2020, the Company filed on SEDAR a news release announcing the Change of Business.

On February 7, 2022, the Company filed on SEDAR a news release announcing the closing of the first tranche of a non-brokered private placement of units (the “**Private Placement**”) undertaken in connection with the Change of Business.

On April 1, 2022, the Company filed on SEDAR a news release announcing the closing of the second and final tranche of the Private Placement.

On April 14, 2022, the Company filed on SEDAR a news release announcing the effective date of the Name Change.

On May 16, 2022, the Company filed on SEDAR a Listing Statement with respect to the Change of Business.

On May 20, 2022, the Company filed on SEDAR a news release announcing the closing of the Change of Business.