

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.

This report relates to the class A subordinate voting shares (“**SV Shares**”) and class B multiple voting shares of (“**MV Shares**”) of Green Scientific Labs Holdings Inc. (formerly Prominex Resource Corp.) (the “**Company**”). The address of the head office of the Company is 4001 SW 47th Avenue, Suite 208, Davie, Florida, 33314.

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.

Not applicable. See item 2.2.

Item 2 – Identity of the Acquiror

2.1 State the name and address of the acquiror.

Green Scientific Labs Management Group, LLC (“**Acquiror**”)
4401 SW 41 Street
Davie, FL USA 33314

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.

On November 15, 2021, the Company completed a reverse takeover transaction (the “**RTO**”) pursuant to which the Company acquired Green Scientific Labs, LLC (“**GSL**”). Pursuant to the terms of the business combination agreement and plan of merger (the “**Business Combination Agreement**”) entered into between the Company, GSL and PRC Merger Sub, Inc. (“**Mergerco**”), a wholly-owned subsidiary of the Company formed in Delaware, the RTO was completed by way of a merger under the laws of the State of Delaware whereby GSL merged with and into Mergerco, with GSL continuing as the surviving company. As a result of the Transaction, the Company indirectly acquired all of the outstanding membership interests of GSL and GSL became a wholly-owned subsidiary of the Issuer.

Upon the completion of the RTO, the Acquiror acquired beneficial ownership directly over: (a) 2,089,141 SV Shares, representing approximately 14.22% of the issued and outstanding SV Shares; and (b) 21,932 MV Shares, representing

approximately 33.76% of the issued and outstanding MV Shares. On an as-converted basis (assuming all outstanding MV Shares are converted to SV Shares), the Acquiror holds 20.21% of the issued and outstanding SV Shares. Prior to the to the closing of the RTO, the Acquiror did not hold any securities of the Company. Each SV Share carries one vote per share and each MV Shares carries one hundred votes per share. The SV Shares have been conditionally approved for listing on the Canadian Securities Exchange (“CSE”). The MV Shares will not be listed for trading on the CSE but may be converted into SV Shares in certain circumstances on the basis of 100 SV Shares for each MV Share.

Further details in respect of the RTO are set out in the Company’s listing statement dated November 15, 2021 and the its management information circular dated June 29, 2021 available on SEDAR at www.sedar.com.

2.3 State the names of any joint actors.

Crage Group, LLC and LHQC Group, Inc. (the “**Related Entities**”) are associates (as such term is defined in National Instrument 62-104) of the Acquiror as each Related Entity beneficially owns or controls voting securities entitling them to more than 10% of the voting rights attached to outstanding securities of the Acquiror.

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 this report and the change in the acquiror’s securityholding percentage in the class of securities.

The Acquiror acquired beneficial ownership directly over (a) 2,089,141 SV Shares, representing approximately 14.22% of the issued and outstanding SV Shares; and (b) 21,932 MV Shares, representing approximately 33.76% of the issued and outstanding MV Shares.

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 this report.

See Item 3.1.

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.

Immediately prior to the closing of the RTO, the Acquiror did not own or control any securities of the Company.

Immediately following the closing of the RTO: (a) the Acquiror had beneficial ownership directly over (i) 2,089,141 SV Shares, representing approximately 14.22% of the issued and outstanding SV Shares and (ii) 21,932 MV Shares, representing approximately 33.76% of the issued and outstanding MV Shares; and (b) each of the Related Parties had beneficial ownership directly over: (i) 63,419 SV Shares, representing approximately 0.43% of the issued and outstanding SV Shares and (ii) 665 MV Shares, representing approximately 1.02% of the issued and outstanding MV Shares.

On an as-converted basis (assuming all outstanding MV Shares are converted to SV Shares): (a) the Acquiror holds 20.21% of the issued and outstanding SV Shares; and (b) each of the Related Entities holds 0.61% of the issued and outstanding SV Shares.

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,

See Item 3.4.

(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.

Not applicable.

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.**

Not applicable.

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.**

Not applicable.

Item 4 – Consideration Paid

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

Not applicable.

- 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.**

Not applicable.

- 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.

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.**

None of the Acquiror or the Related Entities has any plans or future intentions which relate to or would result in any of the events, transactions or circumstances enumerated in paragraphs (a) - (k) above, other than as set out below.

In accordance with applicable securities laws, the Acquiror and the Related Entities may, from time to time and at any time, acquire additional Company Shares and/or other equity, debt or other securities or instruments (collectively, "**Securities**") of the Company in the open market or otherwise, and Acquiror and the Related Entities reserve the right to dispose of any or all of its Securities in the open market or otherwise at any time and from time to time, and to engage in similar transactions with respect to the Securities, the whole depending on market conditions, the business and prospects of the Company and other relevant factors.

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.

Not applicable.

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

Certificate

I, as the 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 this 17th day of November, 2021.

**GREEN SCIENTIFIC LABS
MANAGEMENT GROUP, LLC**

“Paul Crage”

Name: Paul Crage

Title: Manager