

NATIONAL INSTRUMENT 51-102
Continuous Disclosure Obligations

Notice of Change in Corporate Structure
Section 4.9

1. Name of Parties to the Transaction

Irwin Naturals Inc. (formerly Datinvest International Ltd. (“**DAI**”)) (the “**Issuer**” or the “**Company**”)

DAI US Holdco Inc. (“**Holdco**”)

Irwin Naturals (“**Irwin**”)

2. Description of the Transaction

On August 13, 2021, the Issuer completed a business combination with Irwin (the “**Business Combination**”). In connection with the Business Combination, the Issuer, Holdco and Irwin entered into a business combination agreement on August 9, 2021 (the “**Business Combination Agreement**”).

Prior to the completion of the Business Combination, the common shares of DAI (the “**Common Shares**”) were consolidated on a basis of one post-consolidation Common Share for every 8.31617 pre-consolidation Common Shares. In addition, the Company amended its articles to: (i) create the proportionate voting shares (the “**Proportionate Voting Shares**”) and multiple voting shares (the “**Multiple Voting Shares**”); (ii) to add special rights and restrictions to the Common Shares and change the identifying name of the Common Shares to “Subordinate Voting Shares”; and (iii) to change its name from “Datinvest International Ltd.” to “Irwin Naturals Inc.”.

Immediately following completion of the Business Combination, the outstanding shares of the Issuer consisted of: (i) 1,200,001 Subordinate Voting Shares; (ii) 18,240 Multiple Voting Shares; and (iii) nil Proportionate Voting Shares.

3. Effective Date of Transaction

August 13, 2021.

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

The Issuer continued to be a reporting issuer. No party ceased to be a reporting issuer.

5. Date of Reporting Issuer’s First Financial Year-End After the Transaction

The Issuer’s new financial year end is December 31. The first financial year-end of the Issuer following the completion of the Business Combination is December 31, 2021.

6. **Periods, including Comparative Periods, if any, of the Interim Financial Reports and the Annual Financial Statements Required to be Filed for the Reporting Issuer's First Financial Year after the Transaction**

The Issuer will file interim financial statements for the six months ended June 30, 2021 on or before August 29, 2021, interim financial statements for the nine months ended September 30, 2021 on or before November 29, 2021, annual financial statements for the year ended December 31, 2021 on or before April 29, 2022, and interim financial statements for the three months ended March 31, 2022 on or before May 29, 2022.

The Issuer will also file, on behalf of Irwin, interim financial statements of Irwin for the six months ended June 30, 2019 on or before September 19, 2021.

7. **Documents Filed under National Instrument 51-102 that Describe the Transaction and where they can be Found in Electronic Format**

The following documents describing the transaction were filed on SEDAR at www.sedar.com under the Issuer's profile:

- (a) press release dated March 31, 2021 announcing the proposed Business Combination and the execution of a letter of intent in connection with same;
- (b) press release dated August 10, 2021 announcing the execution of the Business Combination Agreement;
- (c) the Business Combination Agreement;
- (d) press release dated August 12, 2021 announcing the receipt of conditional approval from the Canadian Securities Exchange for listing of the Subordinate Voting Shares and the voluntary delisting of DAI's Common Shares from the NEX Board of the TSX Venture Exchange;
- (e) Form 2A Listing Statement dated August 13, 2021;
- (f) Press release dated August 16, 2021 announcing completion of the Business Combination; and
- (g) material change report dated August 19, 2021.