

EARLY WARNING REPORT

FORM 62-103F1

REQUIRED DISCLOSURE UNDER THE EARLY WARNING REQUIREMENTS

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 common shares (the “**Common Shares**”) of Carpincho Capital Corp. (the “**Company**”).

The Company’s head office is located at Suite 800, 181 University Avenue, Toronto, Ontario M5H 2X7.

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.

The occurrence triggering the requirement to file this report was the acquisition of an option to acquire Common Shares.

2 Identity of the Acquiror

2.1 State the name and address of the acquiror.

Camille Rabay (the “**Acquiror**”)
459 Rahul Cres.
Ottawa, ON K2C 4H8

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 January 26, 2018, Wombat Investment Trust (the “**Optionor**”), a trust formed under the laws of the Province of Ontario granted an option (the “**Option**”) to the Acquiror to acquire Common Shares owned by the Optionor. The Option will only vest and become exercisable if the Company completes an approved merger or acquisition transaction (“**M&A Transaction**”) by a specified deadline date. The number of Common Shares that may be acquired upon the exercise of the Option (the “**Option Shares**”) is determined by formula and based on the value of the Common Shares implied in a completed M&A Transaction, subject to a maximum of 4,500,000 Option Shares.

Immediately prior to grant of the Option, the Acquiror did not own any Common Shares. Following completion of the exercise of the Option, assuming the maximum number of Option Shares are acquired, the Acquiror would own 4,500,000 Common Shares representing approximately 75% of the Company’s outstanding Common Shares (following the concurrent exercise of 1,000,000 outstanding special warrants for 1,000,000 Common Shares).

2.3 State the names of any joint actors.

Not applicable.

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

See section 2.2 above.

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 the report.

See section 2.2 above.

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.

See section 2.2 above.

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 section 2.2 above.

(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

None.

(c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.

None.

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.

4 Consideration Paid

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

The exercise price for the Option is \$200,000. If the maximum number of Option Shares are acquired upon exercise, the average cost per share will be approximately \$0.0445.

- 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.**

The Optionor did not receive any consideration from the Acquiror for the grant of the Option. If and upon the exercise of the Option, the Optionor will receive cash consideration of \$200,000 from the Acquiror.

- 4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.**

The Option was granted pursuant to an option agreement dated January 26, 2018 between the Optionor, as optionor, and the Acquiror, as optionee.

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.

The Option was acquired by the Acquiror in order to obtain a potential interest in the Company in the event the Company completes an M&A Transaction. The Option will only become exercisable if the Company completes an approved M&A Transaction by a specified deadline date.

The Acquiror has no present intention to acquire or dispose of any further securities of the Company however, the Acquiror may, in the future, acquire additional securities of the Company or Common Shares or dispose of Common Shares through, among other means, the purchase or sale of Common Shares on the open market or in private transactions or otherwise, on such terms and at such times as the Acquiror may deem advisable.

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.

See section 2.2 above.

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.

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.

The Acquiror is relying on the "private agreement exemption" set out in subsection 4.2 of National Instrument 62-104 – *Take-Over Bids and Issuer Bids* ("NI 62-104"). The acquisition of the Option by the Acquiror is being made from not more than 5 persons in the aggregate, including persons located outside the local jurisdiction, and there are less than 5 security holders of the Options. There is a reasonable basis for determining that the value of the consideration paid for the Options, and the underlying Options Shares, is not greater than 115% of the value of the Options or the underlying Option Shares, as the case may be.

9 Certification

The Acquiror, certifies to the best of his knowledge, information and belief, that the statements made in this report are true and complete in every respect.

DATED as of the 30th day of January, 2018.

Signed "Camille Rabay"

Camille Rabay