

## **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**

Sweet Earth Holdings Corporation (formerly, Seaway Energy Services Inc.) (the “**Company**”), its wholly owned subsidiary, 1199900 B.C. Ltd. (“**Subco**”), and Sweet Earth Holdings Corporation (the “**Target**”)

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

On May 15, 2020, the Company completed a reverse takeover transaction (the “**RTO**”) by way of a three-cornered amalgamation between Subco and the Target to form Sweet Earth Hemp Corporation. On completion of the RTO, the Company will continue on with the business of the Target.

Prior to completion of the RTO, the Company delisted from the TSX Venture Exchange and completed a consolidation on the basis of one post-consolidation common share in the capital of the Company for every two and one half pre-consolidation common shares in the capital of the Company.

Pursuant to the RTO, the Company issued 64,314,849 common shares in the capital of the Company to the shareholders of the Target. On closing of the RTO, the Company changed its name to Sweet Earth Holdings Corporation.

Effective on the closing of the RTO, Dylan Sidoo and Amrik Virk resigned as directors of the Company. The new board of directors consist of Peter Espig, Chris Cooper, Leon Ho, Sergio Guzman, and Ami Seaton. Mr. Espig and Mr. Cooper were appointed as Chief Executive Officer and Chief Financial Officer of the Company, respectively.

The Company commenced trading on the CSE on May 26, 2020 under the trading symbol “SE”, new CUSIP: 87039X109 and new ISIN: CA87039X1096.

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

May 15, 2020

#### **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. The Reporting Issuer is adopting the financial year end of the Target of June 30 and it does not constitute a change in year end.

**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 May 22, 2020, the Company issued and filed on SEDAR a news release announcing completion of the RTO.

On May 19, 2020, the Company filed on SEDAR a Filing Statement.

On May 19, 2020, the Company filed on SEDAR a Certificate of Change of Name.

On May 11, 2020, the Company issued and filed on SEDAR a news release announcing that it has made its application to delist from the TSX Venture Exchange.

On February 24, 2020, the Company issued and filed on SEDAR a news release announcing that it has received conditional approval from the CSE for the RTO.

On April 15, 2019, the Company issued and filed on SEDAR a news release announcing that it has entered into a definitive agreement with the Target.

On February 20, 2019, the Company issued and filed on SEDAR a news release announcing that it has signed a letter of intent to acquire the Target.

DATED: July 15, 2020