

**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.**

Securities: Common shares (the “**Common Shares**”)

Issuer: Wolfpack Brands Corporation (“**Wolfpack**” or the “**Company**”)  
700, 595 Burrard Street  
Vancouver, BC V7X 1S8

**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.**

Tony Di Benedetto (“**TDB**”)  
20 Di Benedetto Lane  
Woodbridge, ON L4H 3H2

**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 August 21, 2019, TDB acquired, directly and indirectly, ownership or control of an aggregate of 25,500,000 (the “**TDB Shares**”) common shares (“**Common Shares**”) of Wolfpack Brands Corporation (“**Wolfpack**” or the “**Company**”) pursuant to debt settlement transactions with the Company. TDB acquired ownership or control over the TDB Shares directly and indirectly through, among other associates and affiliates, including Launch Capital Inc. (“**TDB Holdco**”). TDB Holdco is a company controlled by TDB, director of Wolfpack. TDB is filing this initial early warning report due to his direct and indirect holdings of Common Shares being over 10%.

**2.3 State the names of any joint actors.**

TDB Holdco and Adrienne Di Benedetto.

**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 25,500,000 TDB Shares represent approximately 15.80% of the issued and outstanding Common Shares on a non-diluted basis. This represents a change of approximately 15.80% as prior to the transactions, TDB did not own any Common Shares of Wolfpack.

- 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.**

TDB acquired ownership, control and direction of the TDB Shares.

- 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 transactions, TDB did not have beneficial ownership of, or control or direction over, any securities of the Company.

Immediately following the transactions, TDB had beneficial ownership of, and control and direction over, 25,500,000 Common Shares, representing approximately 15.80% of the issued and outstanding Common Shares on a non-diluted basis.

- 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,**

Not applicable.

- (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.**

The TDB Shares were issued from treasury of the Company at a deemed price of \$0.005 per share in the settlement of approximately \$127,500 in debt.

- 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.**

See item 4.1.

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

Not applicable.

#### **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.

The transactions described herein were made as part of a series of refinancing and balance sheet remedial transactions intended to restructure Wolfpack's outstanding indebtedness and improve its financial position for reporting purposes. Wolfpack has entered into a series of agreements with, among others, certain current and former directors and officers of Wolfpack to convert the outstanding indebtedness of Wolfpack to Common Shares of the Company.

While TDB has no current plans or intentions that relate to or would result in the items listed in (a) through (k) above, depending on various factors including, without limitation, the Company's financial position, the price levels of the Common Shares of the Company, conditions in the securities markets and general economic and industry conditions, the Company's business or financial condition, and other factors and conditions TDB may acquire or dispose of additional securities in the future, but has no current plans or future intentions to do so.

#### **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.**

TDB has entered into a call option agreement dated June 1, 2019 that grants TDB and certain other persons, including Richard Buzbuzian, a director and the President, CFO and Executive Chairman of the Company, an option to purchase 30,000,000 Common Shares owned by 25010812 Ontario Inc., a company controlled by Koby Smutylo, a director and the Chief Executive Officer of the Company, in the event that certain performance objectives of Wolfpack have not been met by the second anniversary of said call option agreement.

#### **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**

I, as the acquiror, certify, or I, as the agent filing this report on behalf of an 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.

**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]**

Dated: August 22, 2019

(signed) "*Tony Di Benedetto*"

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**Tony Di Benedetto**