

**EARLY WARNING REPORT
PURSUANT TO NATIONAL INSTRUMENT 62-103**

1. Name and address of the offeror:

Brian Jennings
36 Astor Avenue
Toronto, ON M4G 3M2

(hereinafter referred to as the “**Offeror**”)

2. The designation and number or principal amount of securities and the offeror’s securityholding percentage in the class of securities of which the offeror acquired ownership or control in the transaction or occurrence giving rise to the obligation to file the news release, and whether it was ownership or control that was acquired in those circumstances:

On June 19, 2018, the Offeror, acquired 750,000 common shares of the Issuer (the “**Acquired Shares**”) in connection with past services provided to the Issuer.

3. Designation and number or principal amount of securities and the Offeror’s securityholding percentage in the class of securities immediately after the transaction or occurrence giving rise to obligation to file the news release:

Immediately following the purchase of the Acquired Shares, the Offeror owns an aggregate of 1,600,000 common shares of the Company (the “**Common Shares**”) of the Issuer (representing approximately 16.1% of the outstanding Common Shares (on a non-diluted basis)).

4. Designation and number or principal amount of securities and the percentage of outstanding securities of the class of securities referred to in paragraph 3 over which:

(i) the Offeror, either alone or together with any joint actors, has ownership and control;

See items 2 and 3 above.

(ii) the Offeror, either alone or together with any joint actors, has ownership but control is held by other persons or companies other than the Offeror or any joint actor; and

Not applicable.

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

Not applicable.

- 5. Name of the market in which the transaction or occurrence that gave rise to the new release took place, in Canadian dollars, of any consideration offered per security if the Offeror acquired ownership of a security in a transaction or occurrence giving rise to the obligation to file a news release:**

The Acquired Shares were issued in connection with past services provided.

- 6. The purpose of the Offeror and any joint actors in effecting the transaction or occurrence that gave rise to the report, including any future intention to acquire ownership of, or control over, additional securities of the reporting issuer:**

The Acquired Shares were acquired for past services rendered. Depending on market and other conditions, or as future circumstances may dictate, the Offeror, may from time to time increase or decrease his holdings of Common Shares or other securities of the Issuer.

- 7. General nature and the material terms of any agreement, other than lending arrangements, with respect to securities of the reporting issuer entered into by the Offeror, or any joint actor, and the issuer of the securities or any other entity in connection with the transaction or occurrence giving rise to the report, including agreements with respect to the acquisition, holding, disposition or voting of any of the securities:**

Not applicable

- 8. Names of any joint actors in connection with the disclosure required by this report:**

Not applicable.

- 9. In the case of a transaction or 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, the nature and value of the consideration paid by the Offeror.**

Not applicable.

- 10. If applicable, a description of any change in any material fact set out in a previous report filed under the early warning requirements or Part 4 of National Instrument 62-103 in respect of the reporting issuer's securities:**

Not applicable.

- 12. If applicable, a description of the exemption from securities legislation being relied on by the Offeror and the facts supporting the reliance.**

Section 2.4 of National Instrument 45-106 Prospectus Exemption.

I, 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 19th day of June, 2018.

"Brian Jennings" (Signed)
Brian Jennings