

Form 62-103F1

**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.**

This report is filed with respect to the issuance of common shares in:

TechX Technologies Inc. (“**TechX**”)( **CSE: TECX**) with its head office located at:  
1050 - 1040 West Georgia Street  
Vancouver, BC V6E 4H1

**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.**

Private share purchase agreement between CatalX CTS Ltd. (“**CatalX**”) and TechX.

**Item 2 – Identity of the Acquiror**

**2.1 State the name and address of the acquiror.**

CatalX CTS Ltd.  
3078, 421 - 7th Avenue SW  
Calgary Alberta T2P 4K9

**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 April 15, 2021, CatalX and TechX entered into a private share purchase agreement (the “**Agreement**”) whereby TechX acquired 23,968 Class A voting shares in CatalX in exchange for a cash payment made to CatalX in the amount of CAD\$500,000 and the issuance of 15,000,000 common shares in the share capital of TechX (the “**Shares**”) to CatalX (the “**Transaction**”). The Shares were issued to CatalX at a deemed price of CAD\$0.10 a Share, being CAD\$1,500,000 in aggregate.

On April 14, 2021, Jae Park, an associate of CatalX entered into a consulting agreement with TechX whereby Jae Park was granted options to purchase 150,000 common shares in TechX (the “**Options**”) at a price of \$1.19 per common share. 18,750 of the Options vested on April 14, 2021, with an additional 18,750 Options vesting every three (3) months thereafter until January 14, 2023. If not exercised the Options will expire on April 14, 2023.

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

CatalX CTS Ltd. is a corporation incorporated in accordance with the laws of the Province of Alberta having its head office at 3078, 421 - 7th Avenue SW, Calgary Alberta T2P 4K9 and engaged in the business of technology development and implementation with a focus on cryptocurrency ecosystems.

Jae Park is an associate of CatalX as that term is defined in National Instrument 62-104 - *Take-*

*Over Bids and Issuer Bids.*

**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 security holding percentage in the class of securities.**

Prior to the issuance, CatalX did not beneficially own, or exercise control or direction over any common shares of TechX. Following the issuance, CatalX beneficially owns, or exercises control or direction over 15,000,000 common shares, representing approximately 12.67% of the issued and outstanding common shares of TechX as at April 15, 2021.

Jae Park, an associate of CatalX, was granted options to purchase 150,000 common shares in TechX. The Options, when fully vested, represent approximately 0.13% of the total common shares of TechX on a diluted basis as at April 15, 2021. Jae Park does not currently hold any common shares of TechX.

**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.**

See item 3.1.

**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 items 2.2 and 3.1.

**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 item 3.1.

**(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.

See item 2.2.

**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 items 2.2 and 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.**

CatalX and any joint actors, do not have any plans to acquire additional common shares in TechX at this time. CatalX, and any joint actors do not have any plans or future intentions with respect to TechX at this time that would result in the occurrence of any items enumerated in sections (b) – (k) above. CatalX may change its plans and intentions with respect to the forgoing at any time and from time to time as it sees fit.

#### **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.**

Not applicable.

### **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**

The acquiror must certify that the information in this report is true and complete in every respect. In the case of an agent, the certification is based on the agent’s best knowledge, information and belief but the acquiror is still responsible for ensuring that the information filed by the agent is true and complete.

This report must be signed by each person on whose behalf the report is filed or his or her authorized representative.

It is an offence to submit information that, in a material respect and at the time and in the light of the circumstances in which it is submitted, is misleading or untrue.

### **Certificate**

I, as the 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.

Dated this 12<sup>th</sup> day of May, 2021.

**CATALX CTS LTD.**

Per: “Jae Ho Lee”

Jae Ho Lee, Director

I have the authority to bind the Corporation