

## NOTICE OF CHANGE IN CORPORATE STRUCTURE

### *National Instrument 51-102 – Section 4.9*

#### **Item 1 Names of the parties to the transaction**

Web Watcher Systems Ltd. (“Web Watcher”)  
Azzardo Game Acquisition Corp. (“Azzardo”)  
Cuprum Coating Acquisition Corp. (“Cuprum”)  
Froachan Farm Acquisition Corp. (“Froachan”)  
Mianach Resource Acquisition Corp. (“Mianach”)  
Organach Beverage Acquisition Corp. (“Organach”)  
Proelium MMA Acquisition Corp. (“Proelium”)

#### **Item 2 Description of the transaction**

WebWatcher has completed a plan of arrangement (the “Arrangement”) with its wholly owned subsidiaries, Azzardo, Cuprum, Froachan, Mianach, Organach, and Proelium. Pursuant to the Arrangement, WebWatcher transferred all of its interest in and to the letter of intent dated November 1, 2013 with Primaria Capital Canada Inc. to Azzardo; all of its interest in and to a letter of intent dated November 1, 2013 with Zero Combustion Inc. to Cuprum; all of its interest in and to a letter of intent dated July 9, 2013 with Valley Blue farms Ltd. to Froachan; all of its interest in and to a letter of intent dated May 2, 2013 and Assignment Agreement dated as of November 1, 2013 with Fable Gold Exploration Inc. to Mianach; all of its interest in and to letter of intent dated as of June 27, 2013 with Wulu Beverage Co. to Organach; and all of its interest in and to letter of intent dated as of October 23, 2013, with MMA Productions Ltd.

In exchange, the WebWatcher shareholders of record as at November 18, 2013 will receive 14,403,698 common shares from each of Azzardo, Cuprum, Froachan, Mianach, Organach, and Proelium, which number is equal to the number of issued and outstanding common shares of WebWatcher at the time of the share distribution date, multiplied by the conversion factor.

WebWatcher received shareholder approval to the Arrangement at an annual general and special meeting of shareholders held on December 19, 2013, and received final approval to the Arrangement from the Supreme Court of British Columbia on January 7, 2014.

#### **Item 3 Effective date of the transaction**

Management of Web Watcher expects the share distribution to shareholders of record as at November 18, 2013 to occur during the week of March 24, 2013. The final court order approving the Arrangement is dated January 7, 2014.

#### **Item 4 Names of each party, if any, that ceased to be a reporting issuer subsequent to the transaction and name of the continuing entities**

WebWatcher continues to be a reporting issuer in the province of British Columbia. No party ceased to be a reporting issuer subsequent to the Arrangement. As of the effective date of the Arrangement, Azzardo Game Acquisition Corp., Cuprum Coating Acquisition Corp., Froachan Farm Acquisition Corp., Mianach Resource Acquisition Corp., Organach Beverage Acquisition Corp. and Proelium MMA Acquisition Corp. became reporting issuers in the province of British Columbia.

#### **Item 5 The date of the reporting issuer’s first financial year-end after the Arrangement**

Web Watcher Systems Ltd. – June 30 (unchanged)  
Azzardo Game Acquisition Corp. – December 31, 2014

Cuprum Coating Acquisition Corp.- December 31, 2014  
Froachan Farm Acquisition Corp. - December 31, 2014  
Mianach Resource Acquisition Corp. - December 31, 2014  
Organach Beverage Acquisition Corp. - December 31, 2014  
Proelium MMA Acquisition Corp. - December 31, 2014

**Item 6 The periods, including the comparative periods, if any, of the interim and annual financial statements required to be filed for the reporting issuers' first financial year after the Arrangement**

Web Watcher prepared audited annual financial statements for the fiscal years ended June 30, 2012 and June 30, 2013, which financial information was included in the information circular of WebWatcher dated November 21, 2013 and filed on SEDAR on November 25, 2013.

Azzardo Game Acquisition Corp., Cuprum Coating Acquisition Corp., Froachan Farm Acquisition Corp., Mianach Resource Acquisition Corp., Organach Beverage Acquisition Corp. and Proelium MMA Acquisition Corp prepared an unaudited pro forma consolidated balance sheet as at June 30, 2013, which financial information was included in the information circular of Web Watcher dated November 21, 2013, and filed on SEDAR on November 25, 2013.

As such, each of Azzardo, Cuprum, Froachan, Mianach Organach and Proelium is required to file interim financial statements for the period from incorporation on September 19, 2013 to the periods ended December 31, 2013, March 31, 2014, June 30, 2014, and September 30, 2014, and annual financial statements for its first financial year ended December 31, 2014.

**Item 7 Documents filed under National Instrument 51-102 that describe the Arrangement and where those documents can be found in electronic format**

Please refer to the information circular of WebWatcher dated November 21, 2013 and filed on SEDAR ([www.sedar.com](http://www.sedar.com)) on November 25, 2013. Please also refer to the Arrangement Agreement between WebWatcher, Azzardo, Cuprum, Froachan, Mianach, Organach, and Proelium, and the shareholders of WebWatcher, which is attached as Schedule B to the information circular.

**DATED** at Vancouver, British Columbia as of this n<sup>h</sup> day of March 2014.

**WEBWATCHER SYSTEMS LTD.**

Per: \_\_\_\_\_ "*Bill Gordon*"  
Bill Gordon, President