

NOTICE OF CHANGE IN CORPORATE STRUCTURE

(Pursuant to Section 4.9 of National Instrument 51-102 *Continuous Disclosure Obligations*)

1. Names of the Parties to the Transaction

Lotus Ventures Inc. (the “**Issuer**”)

5008679 Ontario Limited (the “**Purchaser**”).

2. Description of the Transaction

On August 19, 2024, the Issuer announced the completion of transactions (the “**Transaction**”) pursuant to its subscription agreement dated May 3, 2024 with the Purchaser (the “**Agreement**”), as amended and restated on June 4, 2024 and further amended on July 15, 2024, and the provisions of a reverse-vesting order granted by the Supreme Court of British Columbia In Bankruptcy and Insolvency on June 14, 2024.

As part of the completion of the Transaction, among other things, the Issuer has issued to the Purchaser 1,000 common shares of the Issuer (the “**Subscribed Shares**”) for an aggregate, all-inclusive purchase price of \$2,538,398.00 and all of the previously issued and outstanding securities of the Issuer (other than the Subscribed Shares) have been cancelled without consideration. The Purchaser is now the sole securityholder of the Issuer by way of the issuance of the Subscribed Shares.

Lotus is expected to be delisted from the CSE effective at the close of trading on August 20, 2024, and is expected to be concurrently delisted from the OTC Markets. The Issuer also expects to make an application to seek full revocation of the failure-to-file cease trade order issued on April 4, 2024, and to cease to be a reporting issuer in each of Alberta, British Columbia, and Ontario.

3. Effective Date of the Transaction

August 16, 2024.

4. Names of Each Party, if any, That Ceased to be a Reporting Issuer Subsequent to the Transaction and of each Continuing Entity

The Issuer expects to make an application to cease to be a reporting issuer in each of Alberta, British Columbia, and Ontario.

5. Date of the Reporting Issuer’s First Financial Year-End Subsequent to the Transaction

Not applicable.

6. Periods, Including the 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

Not applicable.

7. Documents Filed under National Instrument 51-102 that Described the Transaction and Where those Documents can be Found in Electronic Format

Not applicable.

DATED August 19, 2024.