

FORM 51-102 SECTION 4.9
NOTICE OF CHANGE OF CORPORATE STRUCTURE

1. Name and Address of Issuer

KABN Systems NA Holdings Corp. (“**KABN NA**”) (formerly Torino Power Solutions Inc.)
1 – 7357 Woodbine Avenue, Suite 605
Markham, Ontario
L3R 6L3

2. Parties to the Transaction

KABN NA, KABN Systems North America Inc. (“**KABN**”) and 2733669 Ontario Inc. (“**Subco**”)

3. Description of the Transaction

Pursuant to a Business Combination Agreement dated January 13, 2020, KABN NA combined with KABN to create a financial technology company that specializes in continuous online identity verification, identity management and monetization and is currently in development to launch a digital banking and financial services platform (the “**Business Combination**”). Prior to the completion of the Business Combination, KABN NA changed its name from “Torino Power Solutions Inc.” to “KABN Systems NA Holdings Corp.” (the “**Name Change**”) and consolidated its outstanding shares on a 10 into one basis (the “**Consolidation**”). KABN NA then acquired all of the issued and outstanding shares of KABN pursuant to a three-cornered amalgamation whereby Subco, a wholly-owned subsidiary of KABN NA, and KABN amalgamated (the “**Amalgamation**”) to form a newly amalgamated company (“**Amalco**”). Upon completion of the Amalgamation, former shareholders of KABN received common shares of KABN NA on a one-for-one basis and Amalco became a wholly-owned subsidiary of KABN NA.

4. Effective Date of the Transaction

The transaction was completed on June 4, 2020. The Name Change and Consolidation were completed as of June 3, 2020.

5. The Name of Each Party, if any, that Ceased to be a Reporting Issuer after the Transaction and of Each Continuing Entity

No entity ceased to be a reporting issuer. KABN NA continues to be a reporting issuer in Ontario, British Columbia, Alberta and Manitoba.

6. Change in Financial Year End

N/A

7. Interim and Annual Financial Statements

N/A

8. Supporting Documentation

Please see KABN NA’s Form 2A Listing Statement dated as of June 5, 2020, as filed on SEDAR on June 9, 2020.

7. Date of Notice

June 9, 2020