



NOTICE OF CHANGE IN CORPORATE STRUCTURE

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

Item 1 Name of Parties to the Transaction

PeakBirch Logic Inc. (formerly Kootenay Zinc Corp.) (“**PeakBirch**” or the “**Company**”)

1251750 B.C. Ltd.

Lifted Innovations Inc. (“**Lifted**”)

Canndora Delivery Ltd. (“**Canndora**”)

Greeny Collaboration Group (Canada) Inc. (“**Greeny**”)

Item 2 Description of the Transaction

On September 8, 2020, PeakBirch completed (the “**Closing**”) a business combination (the “**Transaction**”) among Lifted, Canndora, Greeny and Kootenay Zinc Corp. (“**Kootenay**”) to form PeakBirch Logic Inc.

PeakBirch will continue as a combination of the businesses of Lifted, Greeny and Canndora as a company that specializes in e-commerce sales and delivery of cannabis-related products and CBD-containing products. It is expected that the Transaction will provide the opportunity for the business of Lifted, Greeny and Canndora to be operated together for mutual strategic benefit.

PeakBirch has filed a listing statement (the “**Listing Statement**”) in respect of the listing of the common shares of PeakBirch (“**PeakBirch Shares**”) dated September 8, 2020 and the Canadian Securities Exchange (“**CSE**”) has provided, in its bulletin dated September 8, 2020 (the “**CSE Bulletin**”), approval of the listing of the PeakBirch Shares and confirmation that trading of the PeakBirch Shares resumed on the CSE on September 10, 2020 under the symbol “PKB”.

Equity Financing Raises \$1,500,000

Concurrently with the Closing, PeakBirch completed a unit financing (the “**Financing**”) consisting of 1,304,348 units (each, a “**Unit**”) at a price of \$1.15 per Unit for gross proceeds of \$1,500,000. Each Unit consisted of one PeakBirch Share and one warrant to acquire one additional PeakBirch Share at a price of \$1.40 per share for a period of 3 years from the Closing. The Financing was completed through the issuance of securities of Canndora, which were exchanged for the Units on Closing.

Reverse Take-Over by Lifted, Canndora and Greeny

The take-over bid of the common shares of Lifted (“**Lifted Shares**”) previously announced by the Company was completed as part of the Closing, at which time 63,545,479 Lifted Shares (representing 98.5% of Lifted Shares) and 3,750,000 options for Lifted Shares (“**Lifted Options**”)

(representing 100% of Lifted Options) were taken up and paid for through the issuance of one PeakBirch Share for each Lifted Share taken up, and one PeakBirch Share option (“**PeakBirch Option**”) for each Lifted Option taken up. Former holders of Lifted Shares were issued an aggregate of 63,545,479 PeakBirch Shares, representing 68.36% of the issued and outstanding PeakBirch Shares and former holders of Lifted Options were issued 3,750,000 PeakBirch Options. PeakBirch has entered into an agreement with the holder of the remaining Lifted Shares to purchase such Lifted Shares such that following the completion of such purchase Lifted will be a wholly-owned subsidiary of PeakBirch (the “**Purchase and Sale**”).

Pursuant to business combination agreements in respect of Canndora and Greeny (the “**Business Combination Agreements**”), PeakBirch acquired Canndora and Greeny, and at Closing former holders of common shares of Canndora were issued an aggregate of 18,260,870 PeakBirch Shares (which does not include any Canndora shares which were exchanged for PeakBirch Shares pursuant to the Financing) and former holders of common shares of Greeny received 9,116,131 PeakBirch Shares. Outstanding options of Greeny were exchanged on a *pro rata* basis for PeakBirch Options, and common share purchase warrants of Greeny were exchange on a pro rata basis for warrants to acquire PeakBirch Shares (“**PeakBirch Warrants**”).

After the Closing, including the Financing and payment for all deposited Lifted Shares and Lifted Options, PeakBirch has 92,952,232 issued and outstanding PeakBirch Shares, 1,873,071 PeakBirch Warrants and 4,410,244 PeakBirch Options.

The PeakBirch Shares issued pursuant to former holders of Lifted Shares and Greeny shares, and the Purchase and Sale, are subject to a contractual hold period of four months plus a day from the Closing.

All conditions to the Transaction were satisfied or waived prior to Closing.

Following the Closing, certain holders of securities of PeakBirch were required to deposit securities owned or controlled by them into escrow pursuant to the policies of the CSE and applicable securities laws.

Kootenay Consolidation and Shares for Debt Issuance

Immediately prior to the Closing, Kootenay completed a 23-to-1 share consolidation (the “**Consolidation**”) to reduce the number of issued and outstanding common shares from 14,964,324 pre-consolidated common shares to 650,623 PeakBirch Shares. After the Consolidation, PeakBirch issued 24,782 PeakBirch Shares at a deemed price of \$1.15 per PeakBirch Share for outstanding debt of \$28,499.

Changes to Management and Board of Directors

Effective September 8, 2020, Von Torres resigned as Interim Chief Executive Officer, Interim Chief Financial Officer and a director of PeakBirch. Concurrently with Closing, the PeakBirch board of directors was reconstituted to be the following: Marc Mulvaney (who has also been appointed to serve as Chief Executive Officer of PeakBirch), Usama Chaudhry (who has also been appointed to serve as Chief Financial Officer of PeakBirch), Ricardo De Barros, and Kang Yau. Sean Duncombe was appointed as Chief Operating Officer of PeakBirch.

Trading Halt

Trading in PeakBirch Shares was halted on May 19, 2020 in accordance with the policies of the CSE and remained halted until trading of the PeakBirch Shares resumed on September 10, 2020, as set out in the CSE Bulletin.

Item 3 Effective Date of the Transaction

September 8, 2020

Item 4 Names of Each Party, if any, that Ceased to be a Reporting Issuer after the Transaction and of each Continuing Entity

No party ceased to be a reporting issuer after the Transaction. The Company changed its name from “Kootenay Zinc Corp.” to “Peakbirch Logic Inc.” in connection with the Transaction.

Item 5 Date of the Reporting Issuer’s first financial year-end after the Transaction if applicable

Not applicable.

Item 6 The Periods, including 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, if applicable

Not applicable.

Item 7 Documents filed under NI 51-102 that describe the Transaction

The Company filed the Business Combination Agreements on www.sedar.com (“**SEDAR**”) on July 6, 2020, and filed the Listing Statement and other material contracts on SEDAR on September 8, 2020. The Company disseminated on September 8, 2020, and filed on SEDAR on September 10, 2020, a news release announcing the completion of the Transaction and the effective date of the resumption of trading on the CSE of the Company under the symbol “PKB”.