

**REPORT PURSUANT TO NATIONAL INSTRUMENT 62-103**

**EARLY WARNING REPORT**

**1 Name and Address of Offeror:**

Clayton Moore  
1351 Continental Street  
Vancouver, BC V6Z 2N7

**2. The designation and number or principal amount of securities and the Offeror's securityholding percentage in the class of securities of which the Offeror acquired ownership or control in the transaction or occurrence giving rise to the obligation to file the news release, and whether it was ownership or control that was acquired in those circumstances:**

The Offeror is the Chief Executive Officer and a director of NetCents Technology Inc., formerly 1018758 B.C. Ltd. ("**NetCents**"). Effective February 10, 2016, NetCents completed a reverse take-over with Netcents Systems Ltd. ("**Netcents Systems**") pursuant to which NetCents acquired a 100% interest in Netcents Systems (the "**Acquisition**"). Also, on February 10, 2016, NetCents completed a plan of arrangement (the "**Arrangement**") with UWO Consulting Ltd. ("**UWO**") and nine other wholly owned subsidiaries of UWO. As a result of the Arrangement, Netcents became a reporting issuer in the provinces of British Columbia and Alberta. Furthermore, effective February 10, 2016, pursuant to the terms of an amalgamation agreement between NetCents, UWO, Netcents' wholly-owned subsidiary 1887217 Alberta Ltd. ("**SubCo**"), and Netcents Systems, NetCents completed a three-cornered amalgamation whereby Netcents acquired Netcents Systems through the amalgamation of SubCo with Netcents Systems, with the resulting amalgamated company becoming a wholly-owned subsidiary of Netcents (the "**Amalgamation**"). As a result of the Amalgamation, effective February 10, 2016, each common share of Netcents Systems was exchanged for 0.706 of a common share of NetCents (the "**Shares**") for a total of 27,577,512 Shares being issued to former shareholders of Netcents Systems and each common share purchase warrant of Netcents Systems was exchanged for 0.706 of a common share purchase warrant of NetCents for a total of 2,578,425 common share purchase warrants being issued to former warrant holders of Netcents Systems (the Acquisition, Arrangement and Amalgamation, together the "**Transactions**").

Immediately following the Transactions, the Offeror beneficially own or control 8,895,670 Shares, representing approximately 31.12% of the Issuer's issued and outstanding common shares.

**3. The designation and number or principal amount of securities and the Offeror's securityholding percentage in the class of securities immediately after the transaction or occurrence giving rise to the obligation to file the news release:**

Immediately following the Transactions, the Offeror beneficially own or control 8,895,670 Shares, representing approximately 31.12% of the Issuer's issued and outstanding common shares.

**4. The designation and number or principal amount of securities and the percentage of outstanding securities of the class of securities referred to in paragraph 3 over which:**

**(a) the Offeror, either alone or together with any joint actors, has ownership or control:**

See Item 3 above.

**(b) the Offeror, either alone or together with any joint actors, has ownership but control is held by other persons or companies other than the Offeror or any joint actor:**

Not Applicable

**(c) the Offeror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership:**

Not Applicable

**5. The name of the Market in which the transaction or occurrence that gave rise to the news release:**

The acquisition of the Shares by the Offeror as a result of the Amalgamation did not take place through the facilities of any market for the securities of the Issuer.

**6. The value in Canadian dollars of any consideration offered per security if the Offeror acquired ownership of a security in the transaction or occurrence giving rise to the obligation to file a news release:**

Not Applicable.

**7. The purpose of the Offeror and any joint actors in effecting the transaction or occurrence that gave rise to the news release, including any future intention to acquire ownership of, or control over, additional securities of the reporting issuer:**

The above securities are held for investment purposes. The Offeror may acquire further securities of NetCents in the future.

**8. The general nature and the material terms of any agreement, other than lending agreements, with respect to securities of the reporting issuer entered into by the Offeror, or any joint actor, and the issuer of the securities or any other entity in connection with the transaction or occurrence giving rise to the news release, including agreements with respect to the acquisition, holding, disposition or voting of any of the securities:**

UWO entered into an arrangement agreement with NetCents, and nine other wholly-owned subsidiaries of UWO, dated November 12, 2014, as amended on November 14, 2014, January 25, 2015, February 16, 2015 and April 13, 2015, pursuant to which the Arrangement will be effectuated. As a result of the Arrangement, Netcents became a reporting issuer in the provinces of British Columbia and Alberta.

NetCents entered into an agreement dated May 8, 2015 with UWO, SubCo, and NetCents Systems (the "**Amalgamation Agreement**"). The Amalgamation completed on February 10,

2015 pursuant to the Amalgamation Agreement, structured as a reverse-takeover, specifically, as a three-cornered amalgamation under the *Business Corporation Act* (Alberta) whereby 1887217 Alberta Ltd. amalgamated with NetCents Systems to continue as one corporation. As a result of the Amalgamation, effective February 10, 2016, each common share of Netcents Systems was exchanged for 0.706 of a common share of NetCents and each common share purchase warrant of Netcents Systems was exchanged for 0.706 of a common share purchase warrant of NetCents.

**9. The names of any joint actors in connection with the disclosure required by this report:**

Not Applicable.

**10. In the case of a transaction or 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, the nature and value of the consideration paid by the Offeror:**

Not Applicable.

**11. If applicable, a description of any change in any material fact set out in a previous report by the entity under the early warning report requirements or Part 4 in respect to the reporting issuer's securities:**

Not Applicable.

**12. If applicable, a description of the exemption from securities legislation being relied on by the Offeror and the facts supporting that reliance:**

The Shares issued to the Offeror pursuant to the Amalgamation were exempted from the prospectus requirement under the business combination and reorganization exemption set out in section 2.11 of National Instrument 45-106 - *Prospectus and Registration Exemptions*.

DATED March 30, 2016

"Clayton Moore"

Clayton Moore