

EARLY WARNING REPORT
Form 62-103F1
Filed Pursuant to National Instrument 62-103

Item 1 – Security and Reporting Issuer

1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

BZAM Ltd, (the “Issuer”), Suite 1570, 200 Burrard Street, Vancouver, BC V6C 3L6

Shares and warrants of the issuer.

1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

A non-brokered private placement of units from treasury and did not take place on a stock exchange or other published market for the Shares.

Item 2 – Identity of the Acquiror

2.1 State the name and address of the acquiror.

Stone Pine Capital Ltd. (the “Acquiror”), 22 Victoria Street, Hamilton HM12, Bermuda.

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

On June 9, 2023, the Issuer offered a non-brokered private placement of 22,222,223 units of the Issuer (each, a “Unit”) sold at the Subscription Price of C\$0.225 for aggregate gross proceeds of C\$5,000,000.18 (the “Offering”). Each Unit consists of one Share and one share purchase warrant (each, a “Warrant”). Each Warrant will be exercisable to acquire one additional Share (each, a “Warrant Share”) at an exercise price of C\$0.40 per Warrant Share for a period of three years from the Closing Date.

2.3 State the names of any joint actors.

Not applicable.

Item 3 – Interest in Securities of the Reporting Issuer

3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror’s securityholding percentage in the class of securities.

Pursuant to the Transaction referred to in Item 2.2, the Acquiror has common ownership of and exercise of control and direction over 79,151,586 Shares.

Immediately before giving effect to the transaction described in Item 2.2, the Acquiror had common ownership and exercised control or direction over an aggregate of 79,151,586 Shares. The acquisition of 22,222,223 Shares, constitutes more than 2% of the total issued and outstanding Shares and therefore triggered the requirement to file this report.

3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.

The Acquiror acquired common ownership of and the exercise of control or direction over the securities that triggered the requirement to file this report. See Item 2.2.

3.3 If the transaction involved a securities lending arrangement, state that fact.

Not applicable.

3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

Immediately before giving effect to the transaction described in Item 2.2, the Acquiror held common ownership and exercised control or direction over an aggregate of 79,151,586 Shares, which represented approximately 50.3% of the issued and outstanding Shares on a non-diluted basis.

After giving effect to the transaction in Item 2.2, the Acquiror owns and exercises control or direction over a total of 101,373,809 Shares, which represents approximately 56.5% of the issued and outstanding Shares on a non-diluted basis.

3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which

(a) the acquiror, either alone or together with any joint actors, has ownership and control,

See Item 3.4.

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

Not applicable.

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

Not applicable.

- 3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.**

Each Unit consists of one Share and one Warrant. Each Warrant will be exercisable to acquire one Warrant Share at an exercise price of C\$0.40 per Warrant Share for a period of three years from the Closing Date (see item 2.2)

- 3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.**

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

- 3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.**

Not applicable.

Item 4 – Consideration Paid

- 4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

See Item 2.2.

- 4.2 In the case of a transaction or other 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, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.**

See Item 4.1.

- 4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.**

Not applicable.

Item 5 – Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries.**
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board.**
- (e) a material change in the present capitalization or dividend policy of the reporting issuer.**
- (f) a material change in the reporting issuer’s business or corporate structure;**
- (g) a change in the reporting issuer’s charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company.**
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace.**
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada.**
- (j) a solicitation of proxies from security holders.**
- (k) an action similar to any of those enumerated above.**

The Acquiror acquired the securities pursuant on the non-brokered private placement. See Item 2.2 for a description of non-brokered private placement. The Acquiror intends to evaluate their investment in the Issuer and to increase or decrease their beneficial shareholdings from time to time as they may determine appropriate for investment purposes.

Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

43,354,240 of the Shares held by the Acquiror (the "Lock-Up Shares") are subject to a lock-up agreement with the Issuer (the "Lock-up Agreement") pursuant to which the Lock-Up Shares may not be sold, transferred or otherwise disposed of as follows:

- (a) 21,677,120 shares expire lock-up June 19, 2023
- (b) 21,677,120 shares expire lock-up October 19, 2023
- (c) Newly issued 22,222,223 shares expire lock-up October 10, 2023

Item 7 – Change in Material Fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

Not applicable.

Item 8 – Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable.

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Item 9 – Certification

I, as the acquiror, certify, to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Dated this 19th day of June, 2023.

STONE PINE CAPITAL LTD.

/s/ "Bassam Alqhanim"
Authorized Signatory