

**Form 62-103F1**

***Required Disclosure under the Early Warning Requirements***

***Re: Express Capital Corp.***

**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.**

This report relates to common shares of Express Capital Corp. (the “**Issuer**”). The Issuer’s head office is 1740 – 1177 West Hastings Street, Vancouver, B.C., V6E 2K3.

**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.**

This transaction did not take place on a market. The transaction took place pursuant to the plan of Arrangement (as defined below) involving UWO Consulting Ltd. and the Issuer, as described in section 2.2 below.

**Item 2 – Identity of the Acquiror**

**2.1 State the name and address of the acquiror.**

The acquiror is Jean-Francois Lemay (the “**Acquiror**”). The Acquiror’s address is 21 Du Voltigeur, Blainville, Quebec, J7C 5P4.

**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.**

UWO Consulting Ltd. entered into an arrangement agreement and plan of arrangement (the “**Arrangement**”) with 1018765 B.C. Ltd., 1018746 B.C. Ltd. (the Issuer), 1018747 B.C. Ltd., 1018758 B.C. Ltd., 1018759 B.C. Ltd., 1018764 B.C. Ltd., 1018761 B.C. Ltd., 1018760 B.C. Ltd., 1018763 B.C. Ltd., and 1018766 B.C. Ltd., with an effective date for the Arrangement with the Issuer as September 14, 2017. In connection with the Arrangement, the Acquiror acquired the common shares of the Issuer indicated below.

In connection with the Arrangement. On or about September 14, 2017, the Acquiror acquired 350,000 common shares of the Issuer representing approximately 35% of the issued and outstanding common shares of the Issuer.

**2.3 State the names of any joint actors.**

N/A.

### **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.**

See section 2.2 above.

- 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.**

See section 2.2 above.

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

N/A.

- 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 the acquisition of securities of the Issuer that triggered the requirement to file this report the Acquiror held no securities of the Issuer, and immediately after the acquisition of securities of the Issuer that triggered the requirement to file this report the Acquiror held 350,000 common shares of the Issuer, representing 35% of the issued and outstanding common shares of the Issuer.

- 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,**

The Acquiror has ownership and control over all of the above mentioned common shares of the Issuer.

- (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**

None.

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

None.

- 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.

N/A.

- 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.**

N/A.

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

N/A.

- 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.**

N/A.

#### **Item 4 – Consideration Paid**

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

The Acquiror paid an average price of \$0.0057 per share for total consideration of \$2,000.

- 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 sections 2.2 and 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.**

N/A.

#### **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 securityholders; or**
- (k) any action similar to any of those enumerated above.**

The Acquiror acquired the common shares of the Issuer pursuant to the Arrangement for investment purposes (see section 2.2). Depending upon the circumstances, the Acquiror may, from time to time, acquire additional securities or related financial instruments of the Issuer or dispose of all or a portion of the securities or related financial instruments of the Issuer previously acquired.

Other than as noted above, the Acquiror does not have any plans or future intentions relating to subsections (a) to (k) of this Item 5.

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

N/A.

**Item 7 – Change in Material Fact**

N/A.

**Item 8 – Exemption**

N/A.

**Item 9 – Certification**

I, as the Acquiror, certify, or I, as the agent filing this report on behalf of an 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.

Date: September 14, 2017

/s/ “Jean-Francois Lemay”  
Name: Jean-Francois Lemay