

**NOTICE OF CHANGE IN CORPORATE STRUCTURE**  
**Pursuant to Section 4.9 of National Instrument 51-102**

**Item 1**                    **Names of the Parties to the Transaction**

Boardwalktech Software Corp. (formerly, Wood Composite Technologies Inc.) (the "**Company**")  
Wood Composite US Inc. ("**Subco**")  
Boardwalktech, Inc. ("**Boardwalktech**")

**Item 2**                    **Description of the Transaction**

On June 4, 2018, the Company completed a business combination with Boardwalktech pursuant to the terms of a merger agreement dated April 17, 2018 (the "**Transaction**"). Pursuant to the terms of the Transaction, Boardwalktech and Subco, a wholly-owned subsidiary of the Company, amalgamated to create a new private company named Boardwalktech, Inc. ("**Amalco**"), which company continued as a wholly-owned subsidiary of the Company. In contemplation of the Transaction, the Company changed its name from Wood Composite Technologies Inc. to Boardwalktech Software Corp.

Under the terms of the Transaction, the shareholders of the Company received one (post-consolidation) common share for every four hundred and ten (pre-consolidation) common shares of the Company held by them immediately prior to the completion of the Transaction, while the shareholders of Boardwalktech received one (post-consolidation) common share or one (post-consolidation) convertible preferred share, as the case may be, of the Company for each common share of Boardwalktech held by them. An aggregate of 6,292,685 common shares of the Company, and 3,400,622 convertible preferred shares of the Company, were issued to shareholders of Boardwalktech.

Each of the common share purchase warrants of Boardwalktech (the "**Warrants**") outstanding immediately prior to the completion of the Transaction (399,424) were exchanged for one common share purchase warrant of the Company. Each whole Warrant is exercisable into one common share of the Company at an exercise price of USD\$1.67 per common share until September 21, 2019, subject to early redemption by the Company.

The 931,965 outstanding stock options of Boardwalktech were exchanged for an equal number of stock options of the Company bearing the same exercise price and terms as the outstanding stock options of Boardwalktech.

The 134,801 compensation options of Boardwalktech were exchanged for compensation stock options of the Company at the same exercise price, being CDN\$5.25 per share, and on the same terms as the Boardwalktech compensation stock options.

The Company's board of directors is now comprised of Andrew Duncan, Ravi (Ganesh) Krishnan, Michael Braun, Steven Parry, Charlie Glavin and Dharmesh Dadbhawala.

Further details of the Transaction are set out in the Company's material change report dated June 9, 2018, which was filed by the Company on SEDAR and is available on [www.sedar.com](http://www.sedar.com).

**Item 3**                    **Effective Date of the Transaction**

June 4, 2018

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

Subco and Boardwalktech were both private companies and after the amalgamation Amalco will remain a private company. The Company will continue to be a reporting issuer in British Columbia, Alberta, Saskatchewan, Manitoba, Ontario.

**Item 5**            **Date of the Reporting Issuer's First Financial Year-End Subsequent to the Transaction**

March 31, 2018.

**Item 6**            **Periods, Including the Comparative Periods, if any, of the Interim and Annual Financial Statements Required to be filed for the Reporting Issuer's First Financial Year Subsequent to the Transaction**

The Company's interim financial statements required to be filed for the first financial year subsequent to the Transaction are for the three month period ended June 30, 2018, the six month period ended September 30, 2018 and the nine month period ended December 31, 2018.

Subsequently, the Company will file Annual Audited Financial Statements for the year ended March 31, 2019 with applicable comparatives.

**Item 7**            **Documents filed under National Instrument 51-102 that describe the Arrangement and where the documents can be found in electronic format**

The following documents are available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com):

- News Release issued and filed on June 6, 2018
- News Release issued and filed on January 28, 2018
- News Release issued and filed on March 9, 2018
- News Release issued and filed on April 18, 2018
- Material Change Report dated and filed on April 18, 2018
- Filing Statement dated and filed on May 30, 2018
- News Release issued and filed on May 30, 2018

Dated at Toronto, Ontario, this 7<sup>th</sup> day of June, 2018.

**BOARDWALKTECH SOFTWARE CORP.**

Per: "Andrew Duncan"  
Andrew Duncan  
Chief Executive Officer