

Notice of Change in Corporate Structure

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

Item 1 Names of the Parties to the Transaction

The following companies were parties to the transaction:

- High Mountain Capital Corporation, a company incorporated under the *Business Corporation Act* (Alberta) (the “**Company**”)
- 2696170 Ontario Inc., a company incorporated under the *Business Corporations Act* (Ontario) and a wholly-owned subsidiary of the Company (“**Subco**”)
- Facedrive Inc., a company incorporated under the *Business Corporations Act* (Ontario) (the “**Private Company**”)

Item 2 Description of the Transaction

On May 17, 2019, the Company, Subco and the Private Company entered into an amalgamation agreement (the “**Amalgamation Agreement**”) pursuant to which, among other things, the Private Company amalgamated with Subco to form 5021780 Ontario Inc., a wholly-owned subsidiary of the Company, and each shareholder of the Private Company received 0.473538 common shares of the Company (each, a “**Share**”) for every one share of the Private Company held (the “**Transaction**”).

Immediately prior to the Transaction, the Company effected a consolidation of the Shares on a 50-to-1 basis.

As part of the Transaction, the Company changed its name from “High Mountain Capital Corporation” to “Facedrive Inc.”.

The Transaction was completed on September 16, 2019 and the Shares resumed trading on the TSX-V under the trading symbol “FD” on September 19, 2019.

The Transaction resulted in the issuance of 8,886,578 Shares and constituted a “reverse take-over” of the Company for the purposes of applicable securities laws as the former Private Company shareholders acquired a majority of the outstanding Shares. The Private Company is considered the reverse takeover acquirer.

On October 9, 2019, the Company completed a forward split of its Shares on the basis of 10 new Shares for each one Share outstanding (the “**Forward Split**”). Prior to the Forward Split, the Company had 9,016,453 Shares issued and outstanding. Immediately following the Forward Split, the Company had 90,164,530 Shares issued and outstanding.

On December 31, 2019, the Company completed an amalgamation and continuance from a company incorporated under the *Business Corporations Act* (Alberta) to a

company continued under the *Business Corporations Act* (Ontario) under the name “Facedrive Inc.”.

The Transaction is more particularly described in the Company’s Filing Statement dated August 28, 2019. A copy of the Filing Statement is available under the Company’s profile on SEDAR at www.sedar.com.

Item 3 Effective Date of the Transaction

The effective date of the Transaction, consolidation and name change was September 16, 2019.

Item 4 Names of Each Party, if any, that Ceased to Be a Reporting Issuer Subsequent to the Transaction and of each continuing entity

No party ceased to be a reporting issuer subsequent to the Transaction. As a result of the Transaction, the Company, now known as Facedrive Inc., continues to be a reporting issuer.

Item 5 Date of Reporting Issuer’s first financial year-end subsequent to the transaction

December 31, 2019

Item 6 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 subsequent to the transaction

- Three and Nine Months Ended September 30, 2019 and 2018
- Year Ended December 31, 2019 and 2018
- Three Months Ended March 31, 2020 and 2019
- Three and Six Months Ended June 30, 2020 and 2019

Item 7 Documents Filed under this Instrument that Described the Transaction and Where those Documents can be Found in Electronic Format

In connection with the Transaction, the Company filed the following documents which are available under the Company’s profile on SEDAR at www.sedar.com:

- News Release dated May 17, 2019
- Amalgamation Agreement dated May 17, 2019
- Material Change Report dated May 24, 2019
- Management Information Circular dated June 4, 2019
- Filing Statement dated August 28, 2019
- News Release dated September 3, 2019
- Material Change Report dated September 3, 2019
- News Release dated September 16, 2019
- Material Change Report dated September 20, 2019

- News Release dated September 27, 2019

DATED: April 22, 2020