NOTICE
NATIONAL INSTRUMENT 51-102
CHANGE OF CORPORATE STRUCTURE

TO: Ontario Securities Commission, as Principal Regulator
British Columbia Securities Commission

This notice is provided pursuant to section 4.9 of National Instrument 51-102 – C*ontinuous Disclosure Obligations* ("**NI 51-102**").

Item 1. Names and Address of the Issuer

Base Carbon Inc. (formerly 1278411 B.C. Ltd.) (the "**Company**")
118 King St. E, Suite 902
Toronto, Ontario
M5C 1C4

Item 2. Names of the Parties to the Transaction

Base Carbon Inc. (formerly 1278411 B.C. Ltd.), Base Carbon Corp. ("**Base**") and 1000095223 Ontario Inc. ("**Subco**").

Item 3. Description of the Transaction

On February 23, 2022, pursuant to the terms of, among other agreements, a binding letter agreement dated as of October 25, 2021, as amended on January 25, 2022 between the Company and Base, the Company completed a business combination with Base that resulted in the reverse take-over of the Company by Base and its securityholders (the "**Transaction**").

The principal steps of the RTO were as follows:

(a) the Company effected a continuance from the Province of British Columbia to the Province of Ontario such that its governing corporate legislation became the *Business Corporations Act* (Ontario);

(b) in association with the foregoing continuance, the Company:

(i) changed its name to "Base Carbon Inc.";

(ii) created a new class of preference share; and

(iii) reconstituted its board of directors with nominees of Base;

(c) all officers of the Company resigned and were replaced with nominees of Base;

(d) the Company consolidated its common shares on the basis of one post-consolidation common share (the “**Resulting Issuer Shares**”) for every 5.394736842 pre-consolidation common shares (the “**Company Consolidation**”); and

(e) Base and 1000095223 Ontario Inc., a wholly-owned subsidiary of the Company, amalgamated to form an amalgamated entity (“**Amalco**”) pursuant to a three-cornered amalgamation, and the holders of (i) common shares in the capital of Base (“**Base Shares**”) exchanged their Base Shares for Resulting Issuer Shares on a one-for-one basis; (ii) holders of rights of Base (“**Base Rights**”) exchanged their Base Rights for rights of the Company (“**Rights**”) on a one-for-one basis, which Rights will entitle the holders thereof to acquire Resulting Issuer Shares on the same terms and conditions and on an economically equivalent basis as the Base Rights; and (iii) options to acquire Base Shares became exercisable for Resulting Issuer Shares.

Following the Transaction, the leadership team of the Company is as follows:

- Michael Costa — Chief Executive Officer, Director and Chairman of the Board
- Wes Fulford – Chief Financial Officer
- Philip Hardwick — Chief Operating Officer
- Andrew Fedak —Chief Strategy Officer and Director
- Ryan Hornby — Chief Legal Officer
- Bruce Tozer — Director
- Margot Naudie — Director
- Catherine Flax — Director
- Maryam Ayati – Director

Prior to the Transaction, the Company’s authorized share capital consisted of an unlimited number of common shares. Following the Transaction, the Company’s authorized share capital consisted of an unlimited number of common shares and an unlimited number of preference shares.

The Transaction constituted a reverse takeover of the Company by Base and its securityholders.

Additional information regarding the Transaction is found in the press release of the Company dated February 23, 2022 and the listing statement of the Company to be filed under the Company’s issuer profile on SEDAR at www.sedar.com.

Item 4. Effective Date of the Transaction

The Transaction became effective on February 23, 2022.

Item 5. Names of Each Party that Ceased to Be a Reporting Issuer Subsequent to the Transaction and of each Continuing Entity

The Company continues to be a reporting issuer in the provinces of British Columbia and Alberta.

Item 6. Date of the Reporting Issuer's First Financial Year-End Subsequent to the Transaction

December 31, 2022.

Item 7. The Periods, including the Comparative Periods, if any, of the Interim Financial Reports and the Annual Financial Statements required to be filed for the Reporting Issuer's First Financial Year after the Transaction

The Company will be required to file:

- audited annual financial statements of Base, on behalf of Base as the RTO-Acquirer, for the year ended December 31, 2021;

- audited annual financial statements of the Company for the year ended December 31, 2021;

- interim financial statements of the Company for the three months ended March 31, 2022;

- interim financial statements of the Company for the three and six months ended June 30, 2022;

- interim financial statements of the Company for the three and nine months ended September 30, 2022; and

- audited annual financial statements of the Company for the year ended December 31, 2022.

Item 8. Documents Filed under NI 51-102

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

- Press Release dated December 9, 2021;
- Material Change Report dated December 9, 2021;
- Press Release dated February 23, 2022; and
- Amalgamation Agreement dated February 23, 2022.

Item 9. Date of Report

February 25, 2022.