

# TRACKER

## VENTURES

### TRACKER PROVIDES SUPPLEMENTAL DISCLOSURE TO ITS MANAGEMENT INFORMATION CIRCULAR

**Vancouver, British Columbia, December 9, 2020. Tracker Ventures Corp.** (the “**Company**” or “**Tracker**”) announces that it is providing supplemental disclosure to the Company's Management Information Circular and Proxy Statement dated November 10, 2020 (the “**Circular**”) in respect of the Annual General and Special Meeting of the Shareholders of the Company (the “**Meeting**”) to be held at 10:00 a.m. (Vancouver Time) on December 16, 2020. This release should be read in conjunction with the Circular as a whole. Capitalized terms not otherwise defined herein have the meaning ascribed to such terms in the Circular.

#### **Background to Proposed Share Reorganization**

The Company has proposed a reorganization (the “**Reorganization**”) of the Company's share structure, to facilitate completion of the Company's proposed acquisition (the “**Acquisition**”) of Kontakt World Technologies Corp. (“**Contact Parent**”), as contemplated in the amalgamation agreement (the “**Amalgamation Agreement**”) among the Company, the Company's wholly-owned subsidiary, 1276313 B.C. LTD. (“**Subco**”), Kontakt Parent, Kontakt, LLC (“**Contact World**”) and certain founding shareholders of Kontakt Parent (the “**Founding Kontakt Shareholders**”) dated December 3, 2020. The Amalgamation Agreement replaced and superseded the share exchange agreement among the Company, Kontakt Parent, Kontakt World and the Founding Kontakt Shareholders, dated October 29, 2020.

Under the Amalgamation Agreement, the Acquisition will be completed by way of a three-cornered amalgamation, whereby, Subco and Kontakt Parent will amalgamate under the *Business Corporations Act* (British Columbia) and the resulting entity will become a wholly-owned subsidiary of the Company and, among other things, (i) the holders of common shares of Kontakt Parent other than the Founding Kontakt Shareholders will receive Class A Subordinate Voting Shares (defined below) of Tracker on a one-for-one basis for each Kontakt Parent common share held and (ii) the Founding Kontakt Shareholders will receive (A) 1/200 of one Class B Super Voting Share (defined below) and (B) ½ of one Class A Subordinate Voting Share for each common share of Kontakt Parent held.

Shareholder approval respecting the Acquisition and Amalgamation Agreement will be sought by Tracker at a later date.

#### **Proposed Share Reorganization**

At the Meeting, shareholders will be asked to approve a special resolution to authorize and approve the Reorganization (the “**Amendment Resolution**”), being an amendment of the notice of articles and articles of the Company to (i) amend the rights and restrictions of the Company's existing class of common shares and redesignate such class as class A subordinate voting shares (the “**Class A Subordinate Voting Shares**”) and (ii) create a class of super voting common shares designated as class B super voting shares (the “**Class B Super Voting**”).

Shares”). These changes will be implemented only in the event that all conditions to the Acquisition have been satisfied or waived (other than conditions that may be or are intended to be satisfied only after the Amendment Resolution is implemented).

The Reorganization has been proposed to minimize the number of voting securities of the Company that are held by U.S. residents following completion of the Acquisition. This will help ensure the Company remains a “foreign private issuer” under United States securities laws and, thus, avoid significant reporting obligations that it would otherwise face if it were designated a United States “domestic issuer”.

### **Effect on Voting**

The Reorganization is not expected to affect the relative voting power of any group of shareholders of the Company or the resulting issuer. The following table describes the effect of the Acquisition and the Reorganization on the Company’s shares and each shareholder group’s relative voting power.

Before the Acquisition and Reorganization			After the Acquisition and Reorganization				
Group	Number and Class of Shares Held	Aggregate Number of Tracker Votes of Held by Group	Number of Class A Subordinate Voting Shares Held (A)	Aggregate Number of Tracker Votes Attaching to (A)	Number of Class B Super Voting Shares Held (B)	Aggregate Number of Tracker Votes Attaching to (B)	Aggregate Number of Tracker Votes Attaching to (A) and (B)
Tracker Common Shareholders	15,262,634 Tracker Common Shares	15,262,634	15,262,634	15,262,634	Nil	Nil	15,262,634
Contact Parent Shareholders Other Than the Founding Contact Shareholders	5,080,000 Contact Parent Common Shares	Nil	5,080,000	5,080,000	Nil	Nil	5,080,000
Founding Contact Shareholders	20,099,318 Contact Parent Common Shares	Nil	10,049,659	10,049,659	100,497	10,049,700	20,099,359

### **Coattail Agreement**

The Company also wishes to clarify that pursuant to the Amalgamation Agreement, the Founding Contact Shareholders have agreed to enter into a coattail agreement (the “**Coattail Agreement**”) respecting their Class B Super Voting Shares on closing of the Acquisition. The terms of the Coattail Agreement will be approved by the Canadian Securities Exchange and will contain provisions customary for dual class companies designed to prevent transactions that would otherwise deprive the holders of Class A Subordinate Voting Shares of rights under the take-over bid provisions of applicable Canadian securities laws to which they would have been entitled if the Class B Super Voting Shares had been Class A Subordinate Voting Shares. A copy of the Coattail Agreement will

be filed on SEDAR after it is entered into.

As a result of the foregoing, the following disclosure on page 18 of the Circular is no longer relevant:

“IN THE EVENT THAT A TAKE-OVER BID IS MADE FOR THE CLASS B SUPER VOTING SHARES, THE HOLDERS OF CLASS A SUBORDINATE VOTING SHARES SHALL NOT BE ENTITLED TO PARTICIPATE IN SUCH OFFER AND MAY NOT TENDER THEIR SHARES INTO ANY SUCH OFFER, WHETHER UNDER THE TERMS OF THE CLASS A SUBORDINATE VOTING SHARES OR UNDER ANY COATTAIL TRUST OR SIMILAR AGREEMENT.”

#### **About Tracker Ventures Corp.**

Tracker Ventures (CSE:TKR; OTC:TLOOF; FWB: B2I) is an analytics software company that leverages blockchain and digital asset technology to transform and modernize multiple industries. Tracker is taking a diversified approach to the analytics and technology space, delivering practical solutions in the health, finance, logistics and pharmaceutical industries. The Company’s turnkey real-time tracking solutions offer the very latest in IoT and AI, providing valuable data and business intelligence to some of the world’s leading brands. For more information, please visit [www.tkrventures.com](http://www.tkrventures.com).

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#### **Forward Looking-Statements**

Certain information set forth in this press release contains statements that reflect “forward-looking information”, as such term is defined under Canadian securities laws (“**forward-looking statements**”). These forward-looking statements are often identified by words such as “intends”, “anticipates”, “expects”, “believes”, “plans”, “likely” or similar words. Specifically, this news release includes forward looking statements regarding completion of the Acquisition, the Meeting, the Reorganization and the entry into of the Coattail Agreement. The forward-looking statements reflect the Company’s management’s expectations, estimates, or projections concerning future results or events, based on the opinions, assumptions and estimates considered reasonable by management at the date the statements are made. Although the Company believes that the expectations reflected in the forward-looking statements are reasonable, forward-looking statements involve risks and uncertainties, and undue reliance should not be placed on forward-looking statements, as unknown or unpredictable factors could cause actual results to be materially different from those reflected in the forward-looking statements. Among the key factors that could cause actual results to differ materially are: whether the parties are able to satisfy the relevant conditions precedent under the Amalgamation Agreement. The forward-looking statements may also be affected by risks and uncertainties in the business of Tracker, including those described in the Company’s public filings available on [www.SEDAR.com](http://www.SEDAR.com). The Company undertakes no obligation to update forward-looking statements if circumstances or management’s estimates or opinions should change, except as required by applicable securities laws. The reader is cautioned not to place undue reliance on forward-looking statements.