

**EARLY WARNING REPORT
PURSUANT TO NATIONAL INSTRUMENT 62-103**

Section 102 of the *Securities Act* (Ontario)

1. Name and address of the offeror.

Judy Baker (“**Ms. Baker**”)
365 Bay Street, Suite 400
Toronto, Ontario, M5H 2V1

2. Designation and number or principal amount of securities and the offeror’s securityholding percentage in the class of securities of which the offeror acquired ownership or control in the transaction or occurrence giving rise to the obligation to file the report, and whether it was ownership or control that was acquired in those circumstance:

Pursuant to a private purchase on May 26, 2015 (the “**Acquisition**”), Ms. Baker acquired, on a private placement basis, 1,600,000 units of the Company (the “**Units**”) at a price of \$0.05 per Unit. Each Unit is comprised of one (1) common share (a “**Common Share**”) and one (1) common share purchase warrant (a “**Warrant**”). Each Warrant entitles the holder thereof to purchase one (1) additional Common Share of the Company at a price of \$0.10 per Common Share for a period of twenty-four (24) months from the closing date.

3. Designation and number or principal amount of securities and the offeror’s securityholding percentage in the class of securities immediately after the transaction or occurrence giving rise to obligation to file the report:

Ms. Baker held 1,243,500 Common Shares immediately prior to the Acquisition representing approximately 11.2% of the issued and outstanding Common Shares.

After completion of the Acquisition, Ms. Baker now holds 2,843,500 Common Shares and 1,600,000 Warrants of the Company, representing approximately 22.3% of the issued and outstanding Common Shares on a non-diluted basis, and 31.0% on a partially diluted basis (assuming the full exercise of 1,600,000 Warrants held by Ms. Baker only).

4. Designation and number or principal amount of securities and the percentage of outstanding securities of the class of securities referred to in paragraph 4 over which:

- (i) **the offeror, either alone or together with any joint actors, has ownership and control;**

See paragraph 3 above.

- (ii) **the offeror, either alone or together with any joint actors, has ownership but control is held by other persons or companies other than the offeror or any joint actor; and**

Not applicable.

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

Not applicable.

5. Name of the market in which the transaction or occurrence that gave rise to the report took place.

Not applicable. Ms. Baker acquired the Units of the Company on a private placement basis at a price of \$0.05 per Unit. The purchase price was satisfied by the delivery of the Units comprised of one Common Share and one Warrant.

6. The value, in Canadian dollars, of any consideration offered per security if the Offeror acquired ownership of a security in the transaction or occurrence giving rise to the obligation to file a news release.

The Company issued the Units at a deemed price of \$0.05 per Unit.

7. The purpose of the offeror and any joint actors in effecting the transaction or occurrence that gave rise to the news release, including any future intention to acquire ownership of, or control over, additional securities of the reporting Company.

Ms. Baker acquired the Units for investment purposes and may, depending on market and other conditions, increase her beneficial ownership, control or direction over the Common Shares or other securities of the Company, through market transactions, private agreements, treasury issuances, exercise of convertible securities or otherwise.

8. General nature and material terms of any agreement, other than lending arrangements, with respect to securities of the reporting Company entered into by the offeror, or any joint actor, and the Company of the securities or any other entity in connection with the transaction or occurrence giving rise to the news release, including agreements with respect to the acquisition, holding, disposition or voting of any of the securities.

Not applicable.

9. Names of any joint actors in connection with the disclosure required herein.

Not applicable.

10. In the case of a transaction or 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, the nature and value of the consideration paid by the offeror.

See paragraphs 2 and 5 above.

11. If applicable, a description of any change in any material fact set out in a previous report by the offeror under the early warning requirements.

Not applicable.

12. If applicable, a description of the exemption from securities legislation being relied on by the Offeror and the facts supporting that reliance.

Not applicable.

DATED May 27, 2015.

“Judy Baker” (Signed)

Judy Baker