

Form 62-103F1

Required Disclosure under the Early Warning Requirements

State if this report is filed to amend information disclosed in an earlier report. Indicate the date of the report that is being amended.

Item 1 – Security and Reporting Issuer

- 1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

Common Shares

**Lightning Ventures Inc.
Suite 700, 838 West Hastings Street
Vancouver, British Columbia
V6C 0A6**

- 1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

Not applicable. Private share sale transaction.

Item 2 – Identity of the Acquiror

- 2.1 State the name and address of the acquiror.

**Domenari Capital LLC
Corporate Woods, Bldg 55
9300 W. 110th St, Suite 350
Overland Park, KS 66210**

- 2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

September 19, 2017

- 2.3 State the names of any joint actors.

Not Applicable

INSTRUCTION

If the acquiror is a corporation, general partnership, limited partnership, syndicate or other group of persons, provide its name, the address of its head office, its jurisdiction of incorporation or organization, and its principal business.

**Domenari Capital LLC
Corporate Woods, Bldg 55
9300 W. 110th St, Suite 350
Overland Park, KS 66210**

Jurisdiction of Incorporation: Kansas

Principal Business: Private equity investment group

Item 3 – Interest in Securities of the Reporting Issuer

- 3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror's securityholding percentage in the class of securities.

The acquiror disposed of a total of 27,618,609 common shares.

Prior to the disposition, the acquiror held 36,889,520 common shares of the issuer, which represented 26.4% of the 139,586,448 common shares which were issued and outstanding.

After the disposition, the acquiror controls 9,270,911 common shares of the issuer, which represents 6.6%% of the 139,586,448 common shares that are currently issued and outstanding.

The acquiror's securityholding percentage in the class of securities has been decreased by 19.8%

- 3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.

The acquiror disposed of and ceased to have control over the common shares that triggered the requirement to file this report.

- 3.3 If the transaction involved a securities lending arrangement, state that fact.

Not Applicable

- 3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

Prior to the disposition, the acquiror held 36,889,520 common shares of the issuer, which represented 26.4% of the 139,586,448 common shares which were issued and outstanding.

After the disposition, the acquiror controls 9,270,911 common shares of the issuer, which represents 6.6%% of the 139,586,448 common shares that are currently issued and outstanding.

- 3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which

- (a) the acquiror, either alone or together with any joint actors, has ownership and control,

9,270,911 common shares

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

Not applicable

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

Not applicable

- 3.2 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.

Not applicable

- 3.3 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.

Not applicable

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable

- 3.4 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.

Not applicable

INSTRUCTIONS

(i) *"Related financial instrument" has the meaning ascribed to that term in NI 55-104. Item 3.6 encompasses disclosure of agreements, arrangements or understandings where the economic interest related to a security beneficially owned or controlled has been altered.*

(ii) *For the purposes of Items 3.6, 3.7 and 3.8, a material term of an agreement, arrangement or understanding does not include the identity of the counterparty or proprietary or commercially sensitive information.*

(iii) *For the purposes of Item 3.8, any agreements, arrangements or understandings that have been disclosed under other items in this Form do not have to be disclosed under this item.*

Item 4 – Consideration Paid

- 4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.

Pursuant to private share sales agreements entered into between the acquirer, and various parties, the acquirer sold an aggregate 16,000,000 common shares at \$0.0075 per common share and 11,618,609 common shares for nominal consideration of \$1.00, for total proceeds of \$120,003.

- 4.2 In the case of a transaction or other 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, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.

Please see Item 4.1 above.

- 4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.

Please see Item 4.1 above.

Item 5 – Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer.

The acquiror disposed of the common shares for capital purposes.

Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;

The acquiror disposed of the securities for capital purposes and they intend to increase or decrease their holdings in the issuer depending on market conditions and as circumstances warrant.

- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;

The acquiror does not have any plans or future intentions with respect to completing a corporate transaction with the issuer or any of its subsidiaries.

- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;

The acquiror does not have any plans or future intentions with respect to the sale or transfer of a material amount of assets of the issuer or any of its subsidiaries.

- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;

The acquiror does not have any plans or future intentions with respect to a change in the board of directors or management of the reporting issuer.

- (e) a material change in the present capitalization or dividend policy of the reporting issuer;

The acquiror does not have any plans or future intentions with respect to present capitalization or dividend policy of the reporting issuer.

- (f) a material change in the reporting issuer's business or corporate structure;

The acquiror does not have any plans or future intentions with respect to a material change in the reporting issuer's business or corporate structure.

- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;

The acquiror does not have any plans or future intentions with respect to a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company.

- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;

The acquiror does not have any plans or future intentions with respect to a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace.

- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;

The acquiror does not have any plans or future intentions with respect to the issuer ceasing to be a reporting issuer in any jurisdiction of Canada.

- (j) a solicitation of proxies from securityholders;

The acquiror does not have any plans or future intentions with respect to a solicitation of proxies from securityholders.

- (k) an action similar to any of those enumerated above.

The acquiror does not have any plans or future intentions with respect to an action similar to any of those enumerated above.

Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates,

including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Not applicable

INSTRUCTIONS

(i) Agreements, arrangements or understandings that are described under Item 3 do not have to be disclosed under this item.

(ii) For the purposes of Item 6, the description of any agreements, arrangements, commitments or understandings does not include naming the persons with whom those agreements, arrangements, commitments or understandings have been entered into, or proprietary or commercially sensitive information.

Item 7 – Change in Material Fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

Not applicable

Item 8 – Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable

Item 9 – Certification

The acquiror must certify that the information in this report is true and complete in every respect. In the case of an agent, the certification is based on the agent's best knowledge, information and belief but the acquiror is still responsible for ensuring that the information filed by the agent is true and complete.

This report must be signed by each person on whose behalf the report is filed or his or her authorized representative.

It is an offence to submit information that, in a material respect and at the time and in the light of the circumstances in which it is submitted, is misleading or untrue.

Certificate

I, as the acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

September 21, 2017

Date

Domenari Capital LLC

/s/ Donald N. Rainwater

Signature

Donald N. Rainwater - Partner

Name/Title