PONDEROUS PANDA CAPITAL CORP.

FILING STATEMENT

INVOLVING THE ACQUISITION BY PONDEROUS PANDA CAPITAL CORP. OF THE ISSUED AND OUTSTANDING SECURITIES OF WILDPACK BEVERAGE ALBERTA INC.

Dated as of May 5, 2021

All information contained in this Filing Statement with respect to Wildpack Beverage Alberta Inc. was supplied by Wildpack Beverage Alberta Inc. for inclusion herein.

Neither the TSX Venture Exchange Inc. (the "Exchange") nor any securities regulatory authority has in any way passed upon the merits of the Qualifying Transaction described in this Filing Statement.

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FORWARD-LOOKING INFORMATION

This Filing Statement contains forward-looking information. Often, but not always, forward-looking information can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "estimates", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or states that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of PPCC, Wild or the Resulting Issuer to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information.

Examples of such statements include: (A) the intention to complete the Qualifying Transaction and the Amalgamation; (B) the description of the Resulting Issuer that assumes completion of the Transaction; and (C) in respect of the Resulting Issuer and Wild, statements pertaining to, without limitation, the growth of the North American beverage industry, growth of the personnel of Wild, costs with respect to Wild's decorating and aluminum can brokering services, completion of the Resulting Issuer's business objectives and use of funds to complete such business objectives, marketing efforts of Wild and the compensation policies and practices of Wild.

Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking information contained in this Filing Statement. Such forward-looking information is based on a number of assumptions that may prove to be incorrect, including, but not limited to: (a) the ability of PPCC to (i) complete the Transaction, (ii) satisfy conditions precedent under the Business Combination Agreement and/or the Amalgamation Agreement, (iii) satisfy the requirements of the Exchange such that it will issue the Final Exchange Bulletin, (iv) obtain necessary financing and adequate insurance, (v) successfully integrate PPCC and Wild and manage risks; (b) the economy generally; and (c) in respect of the Resulting Issuer and Wild: (i) the expectations regarding its business, financial condition and results of operations; (ii) its growth and expansion; (iii) its marketing and business plans and short-term objectives; (iv) its strategic relationships with third parties; (v) its anticipated trends and challenges in the markets in which it operates; and (vi) governance of the Resulting Issuer as a public company. The factors identified above are not intended to represent a complete list of the factors that could affect PPCC, Wild or the Resulting Issuer. Additional factors are noted under the heading "RISK FACTORS".

Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking information prove incorrect, actual results, performance or achievements may vary materially from those expressed or implied by the forward-looking information contained in this Filing Statement. These factors should be carefully considered and readers are cautioned not to place undue reliance on forward-looking information, which speaks only as of the date of this Filing Statement. All subsequent forward-looking information attributable to PPCC, Wild or the Resulting Issuer herein is expressly qualified in its entirety by the cautionary statements contained or referred to herein. PPCC, Wild and the Resulting Issuer do not undertake any obligation to release publicly any revisions to this forward-looking information to reflect events or circumstances that occur after the date of this Filing Statement or to reflect the occurrence of unanticipated events, except as may be required under applicable securities laws.

SOURCE OF INFORMATION

The information contained in this Filing Statement with respect to Wild (and any information with respect to the Resulting Issuer that is dependent upon the information with respect to Wild) has been furnished by Wild. PPCC and its directors and officers have relied on the information relating to Wild furnished by Wild and assume no responsibility for any errors in such information or omissions therefrom. Similarly, neither Wild nor its directors or officers assume any responsibility for any errors in the information contained herein or omissions therefrom with respect to PPCC or any information with respect to the Resulting Issuer or omissions therefrom that is dependent upon information with respect to PPCC.

CURRENCY INFORMATION

In this Filing Statement all references to "$" are to Canadian dollars and all references to "US$" are to US dollars. Amounts in this Filing Statement are stated in Canadian dollars unless otherwise indicated. The Company presents its financial statements in US dollars and discloses certain financial information in this Filing Statement in Canadian dollars. Certain totals, subtotals and percentages throughout this filing statement may not reconcile due to rounding.

On April 1, 2021, the daily average exchange rate posted by the Bank of Canada for conversion of US dollars into Canadian dollars was US$1.00 = $1.2565 We make no representation that US dollars could be converted into Canadian dollars at that rate or any other rate.

GLOSSARY OF TERMS

The following is a glossary of certain definitions used in this Filing Statement. Terms and abbreviations used in the financial statements and MD&A of PPCC, Wild, Holdings and the Resulting Issuer in the appendices to this Filing Statement are defined separately and the terms and abbreviations defined below are not used therein, except where otherwise indicated. Words importing the singular, where the context requires, include the plural and vice versa and words importing any gender include all genders.

"**ABCA**" means the *Business Corporations Act* (Alberta), as from time to time amended or re-enacted;

(a) "**Acquisitions**" means of Holdings by Wild. See "

(b) *INFORMATION CONCERNING* WILD - *Significant Acquisitions*";

"**Advisory Services Agreement**" has the meaning given to such term under "

INFORMATION CONCERNING THE RESULTING ISSUER *–Investor Relations Arrangements*";

"**Affiliate**" means a Company that is affiliated with another Company as described below:

A Company is an "Affiliate" of another Company if:

(a) one of them is the subsidiary of the other, or

(b) each of them is controlled by the same Person.

A Company is "controlled" by a Person if:

(a) voting securities of the Company are held, other than by way of security only, by or for the benefit of that Person, and

(b) the voting securities, if voted, entitle the Person to elect a majority of the directors of the Company.

A Person beneficially owns securities that are beneficially owned by:

(a) a Company controlled by that Person, or

(b) an Affiliate of that Person or an Affiliate of any Company controlled by that Person;

"**Agency Agreement**" means the agency agreement dated March 31, 2021 among Wild, PPCC and the Agents, with respect to the Wild Private Placement;

"**Agents**" means Stifel Nicolaus Canada Inc., Haywood Securities Inc., PI Financial Corp., Echelon Wealth Partners and Roth Canada ULC, collectively;

"**Amalco**" means the corporation formed upon the amalgamation of the Amalgamating Parties pursuant to the Amalgamation;

"**Amalco Shares**" means the common shares in the capital of Amalco;

"**Amalgamating Parties**" means, collectively, Subco and Wild;

"**Amalgamation**" means the amalgamation of the Amalgamating Parties pursuant to Section 181 of the ABCA provided for herein to form the Resulting Issuer and in accordance with the terms and subject to the conditions of the Business Combination Agreement and the Amalgamation Agreement which, if completed, is intended to constitute the Qualifying Transaction of PPCC in compliance with the Policy 2.4 of the Exchange Manual and following which securityholders of Wild will own the substantial majority of the Resulting Issuer Shares;

"**Amalgamation Agreement**" means the agreement to be entered into among Wild, PPCC and Subco in respect of the Amalgamation;

"**Amended CPC Escrow Agreement**" means the amended escrow agreement dated as of May 3, 2021 entered into among PPCC, Computershare, as escrow agent, and Aspen Consulting Inc., Larry Doan, Andrew Hunter, Ian Hunter, Mike Kao, Nicolette Keith, Paul Laur, Hooi Hing Lee, Rodney Reum, David W. Smalley, Johnny Markovina, Brent Todd and Kathleen Todd;

"**Articles of Amalgamation**" means the articles of amalgamation providing for the Amalgamation, substantially in the form attached as Schedule "A" to the Amalgamation Agreement;

"**Associate**" when used to indicate a relationship with a Person or Company, means:

(a) an issuer of which the Person or Company beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to outstanding securities of the issuer,

(b) any partner of the Person or Company,

(c) any trust or estate in which the Person or Company has a substantial beneficial interest or in respect of which a Person or Company serves as trustee or in a similar capacity, and

(d) in the case of a Person, a relative of that Person, including

(i) that Person's spouse or child, or

(ii) any relative of that Person or of his spouse who has the same residence as that Person;

"**Awards**" means Wild Options and Wild RSUs;

"**Board**" means the directors of PPCC and, following the Effective Time, the directors of the Resulting Issuer;

"**Business Combination Agreement**" means the business combination agreement dated March 30, 2021 between PPCC and Wild, as may be amended or supplemented from time to time, with respect to the Transaction;

"**CAGR**" means compound annual growth rate;

"**Certificate of Amalgamation**" means the certificate of amalgamation issued on receipt of the Articles of Amalgamation pursuant to subsection 185(4) of the ABCA;

"**Change of Auditor**" means the appointment of PricewaterhouseCoopers LLP, the current auditors of Wild, as auditor of PPCC upon completion of the Transaction and the resignation of Davidson & Company LLP as the auditors of PPCC, or such other auditors as directed by Wild;

"**Company**" unless specifically indicated otherwise, means a corporation, incorporated association or organization, body corporate, partnership, trust, association or other entity other than an individual;

"**Completion of the Qualifying Transaction**" means the date the Final Exchange Bulletin is issued by the Exchange;

"**Computershare**" means Computershare Investor Services Inc.;

"**Consolidation**" means the proposed consolidation of the PPCC Securities prior to the Effective Time on the basis of 1 Consolidated PPCC Security for every 2.578 pre-consolidated PPCC Securities outstanding;

"**Control Person**" means any Person or Company that holds or is one of a combination of Persons or Companies that holds a sufficient number of any of the securities of an issuer so as to affect materially the control of that issuer, or that holds more than 20% of the outstanding voting securities of an issuer except where there is evidence showing that the holder of those securities does not materially affect the control of the issuer;

"**CPC**" means a corporation:

(a) that has been incorporated or organized in a jurisdiction in Canada,

(b) that has filed and obtained a receipt for a preliminary CPC prospectus from one or more of the securities regulatory authorities in compliance with Exchange Policy 2.4; and

(c) in regard to which the Completion of the Qualifying Transaction has not yet occurred;

"**CPC Escrow Agreement**" means the escrow agreement dated as of February 15, 2018 entered into among PPCC, Computershare, as escrow agent, and Aspen Consulting Inc., Larry Doan, Andrew Hunter, Ian Hunter, Mike Kao, Nicolette Keith, Paul Laur, Hooi Hing Lee, Rodney Reum, David W. Smalley, Johnny Markovina, Brent Todd and Kathleen Todd, as amended by the Amended CPC Escrow Agreement;

"**Craftpack**" has the meaning given to such term under "

INFORMATION CONCERNING WILD – *Subsidiaries – Holdings*";

"**CPC Escrowed Shares**" means the PPCC Shares escrowed under the CPC Escrow Agreement;

"**Dissenting Wild Shareholder**" means a registered Wild Shareholder who, in connection with the special resolution of the Wild Shareholders approving the Amalgamation, has exercised the right to dissent pursuant to Section 191 of the ABCA in strict compliance with the provisions thereof and thereby becomes entitled to be paid the fair value of his, her or its Wild Shares and who has not withdrawn the notice of the exercise of such right as permitted by Section 191 of the ABCA;

"**Effective Date**" means the date the Amalgamation is completed, as evidenced by the issuance of the Certificate of Amalgamation giving effect to the Amalgamation;

"**Effective Time**" means 12:01 a.m. (Calgary time) on the Effective Date;

"**Escrow Release Conditions**" means, with respect to the Wild Subscription Receipts,

(a) the Business Combination Agreement shall have been entered into by Wild and PPCC on terms acceptable to the Lead Agent, acting reasonably;

(b) written confirmation from each of Wild and PPCC that all conditions to the completion of the Transaction have been satisfied or waived, other than the release of the Escrowed Funds pursuant to the Subscription Receipt Agreement and the closing of the Transaction, each of which will be completed forthwith upon release of the Escrowed Funds;

(c) the receipt of all shareholder and regulatory approvals required for the Transaction;

(d) the distribution of: (i) the Wild Units underlying the Wild Subscription Receipts, and; (ii) the PPCC Consolidated Shares and PPCC Replacement Wild Warrants to be issued in exchange for the Wild Shares and Wild Warrants, respectively, pursuant to the Transaction being exempt from applicable prospectus and registration requirements of applicable securities laws;

(e) the PPCC Consolidated Shares being conditionally approved for listing on the Exchange and the completion, satisfaction or waiver of all conditions precedent to such listing, other than the release of the Escrowed Funds;

(f) such other customary, reasonable escrow release conditions requested by the Lead Agent; and

(g) an irrevocable release notice from Wild and PPCC and acknowledged by the Lead Agent (on behalf of the Agents), shall have been delivered to the Subscription Receipt Agent stating (i) confirming that items (a) through (f), inclusive, have been satisfied or waived; and (ii) the closing date of the Transaction.

"**Escrow Release Deadline**" means 5:00 p.m. (Toronto time) on the date that is one hundred and twenty days (120) days after the Wild Private Placement Date, or such later date as Wild and the Lead Agent may mutually agree upon in writing;

"**Escrowed Funds**" means $6,468,132.16, representing the gross proceeds of the Wild Private Placement in the amount of $8,579,418.30, less (i) 50% of the cash commission payable to the Agents by Wild of 3.5% of the gross proceeds from the sale of the Wild Subscription Receipts; (ii) the balance of the 3.5% of the cash commission payable to the Agents in connection with the sale of the Wild Units; and (iii) the Agents' expenses of the Wild Private Placement, being held in escrow by the Subscription Receipt Agent pursuant to the Subscription Receipt Agreement;

"**Exchange**" means the TSX Venture Exchange Inc.;

"**Exchange Policy 2.4**" means Policy 2.4 - *Capital Pool Companies* of the Manual;

"**Exchange Policy 4.4**" means Policy 4.4– *Incentive Stock Options* of the Manual.

"**Exchange Policy 5.4**" means Policy 5.4 – *Escrow, Vendor Consideration and Resale Restrictions* of the Manual;

"**Exchange Ratio**" means 3.3275:1;

"**Filing Statement**" means this filing statement, together with all appendices attached hereto and including the summary hereof;

"**Final Exchange Bulletin**" means the Exchange bulletin which is issued following the closing of the Qualifying Transaction and the submission of all required documentation and that evidences the final Exchange acceptance of the Qualifying Transaction;

"**Holdings**" has the meaning given to such term under "

INFORMATION CONCERNING WILD – *Subsidiaries – Holdings*";

"**Insider**" if used in relation to an issuer, means:

(a) a director or senior officer of the issuer;

(b) a director or senior officer of the Company that is an Insider or subsidiary of the issuer;

(c) a Person that beneficially owns or controls, directly or indirectly, voting shares carrying more than 10% of the voting rights attached to all outstanding voting shares of the issuer; or

(d) the issuer itself if it holds any of its own securities;

"**Lead Agent**" means Stifel Nicolaus Canada Inc.;

"**Lucky Clover**" has the meaning given to such term under "

INFORMATION CONCERNING WILD – *Subsidiaries – Holdings*";

"**Manual**" means the Corporate Finance Manual of the Exchange;

"**Name Change**" means the change of name of PPCC to "Wildpack Beverage Inc.", or such other name as agreed to by the PPCC and Wild and acceptable to each government authority having jurisdiction;

"**Named Executive Officer**" means each of the following individuals: (i) the Chief Executive Officer of the corporation; (ii) the Chief Financial Officer of the corporation; (iii) each of the three most highly compensated executive officers of the corporation, including any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the Chief Executive Officer and Chief Financial Officer, at the end of the most recently completed financial year whose total compensation was, individually, more than $150,000 for that financial year; and (iv) each individual who would be an Named Executive Officer under paragraph (iii) but for the fact that the individual was neither an executive officer of the corporation or its subsidiaries, nor acting in a similar capacity, at the end of that financial year;

"**Non-Arm's Length Parties to the Qualifying Transaction**" means the Vendor(s), any Target Company(ies) and includes, in relation to Significant Assets or Target Company(ies), the Non-Arm's Length Parties of the Vendor(s), the Non-Arm's Length Parties of any Target Company(ies) and all other parties to or associated with the Qualifying Transaction and Associates or Affiliates of all such other parties;

"**Non-Arm's Length Party**" means in relation to a Company, a promoter, officer, director, other Insider or Control Person of that Company (including an issuer) and any Associates or Affiliates of any such Persons, and in relation to an individual, means any Associate of the individual or any Company of which the individual is a promoter, officer, director, Insider or Control Person;

"**Non-Arm's Length Qualifying Transaction**" means a proposed Qualifying Transaction where the same party or parties or their respective Associates or Affiliates are Control Persons in both the CPC and in relation to the Significant Assets which are to be the subject of the proposed Qualifying Transaction;

"**Oak**" has the meaning given to such term under "

INFORMATION CONCERNING THE RESULTING ISSUER *–Investor Relations Arrangements*";

"**Person**" means a Company or individual;

"**PPCC**" means Ponderous Panda Capital Corp., a corporation existing under the laws of the Province of British Columbia;

"**PPCC Audited Financial Statements**" means the audited financial statements of PPCC as at and for the financial year end December 31, 2020 and December 31, 2019, including the notes thereto and the report of PPCC's auditors thereon;

"**PPCC Consolidated Shares**" means the common shares in the capital of PPCC after the Consolidation;

"**PPCC Option Plan**" means the current stock option plan of PPCC, which provides that the Board of PPCC may, from time to time, in its discretion, and in accordance with Exchange requirements, grant to directors, officers, employees and consultants of PPCC, options to purchase PPCC Shares;

"**PPCC Options**" means the 306,500 options of PPCC (pre-Consolidation), granted to the directors and officers of PPCC, each PPCC Option entitling the holder thereof to purchase one PPCC Share at an exercise price of $0.30 per share until April 27, 2028, in accordance with its terms;

"**PPCC Replacement Compensation Unit**" means the non-transferable compensation units of PPCC to be issued in replacement of the Wild Compensation Unit outstanding immediately prior to the Effective Time, each PPCC Replacement Compensation Unit entitling the holder thereof to purchase one PPCC Consolidated Share of and one-half of one PPCC Replacement Warrants for a period of 24 months after the Escrow Release Conditions are satisfied, or if a Termination Event occurs, on the date which is 24 months from the Wild Private Placement Date of the Wild Private Placement;

"**PPCC Replacement Options**" means the options of PPCC to acquire PPCC Consolidated Shares to be issued in replacement of the Wild Options outstanding immediately prior to the Effective Time, each PPCC Replacement Option entitling the holder thereof to purchase one PPCC Consolidated Share at a price equal to the quotient arrived at by dividing the exercise price per Wild Share of each such Wild Option immediately prior to the Effective Time by the Exchange Ratio until the expiry date of each such Wild Option being replaced by a PPCC Replacement Option, in accordance with its terms;

"**PPCC Replacement RSU**" means the restricted share units of PPCC to acquire (i) PPCC Consolidated Shares to be issued in replacement of the Wild RSU outstanding immediately prior to the Effective Time, each PPCC Replacement RSU entitling the holder thereof to purchase one PPCC Consolidated Share at a price equal to the quotient arrived at by dividing the original exercise price per Wild Share of each such Wild RSU immediately prior to the Effective Time by the Exchange Ratio until the expiry date of each such Wild RSU being replaced by a PPCC Replacement RSU, in accordance with its terms, or (ii) a cash equivalent or (iii) a combination thereof;

"**PPCC Replacement Warrants**" means the common share purchase warrants of PPCC to acquire PPCC Consolidated Shares to be issued under the Business Combination Agreement in replacement of the Wild Warrants outstanding immediately prior to the Effective Time, each PPCC Replacement Warrant entitling the holder thereof to purchase one PPCC Consolidated Share and until the expiry date of each such Wild Warrant being replaced by a PPCC Replacement Warrant, in accordance with its terms;

"**PPCC Securities**" means the PPCC Shares and PPCC Options, and "**PPCC Security**" means any one such security;

"**PPCC Shareholder**" means a holder of PPCC Shares from time to time, and "**PPCC Shareholders**" means all of such holders;

"**PPCC Shareholders' Meeting**" means the annual and special meeting of the PPCC Shareholders to be held on April 29, 2021 for the purposes set out in this Filing Statement;

"**PPCC Shares**" means the common shares in the capital of PPCC, as presently constituted on the date hereof;

"**Pre-Acquisition Group**" means, collectively, Lucky Clover Packaging LLC and CraftPack LLC;

"**Qualifying Transaction**" means a transaction where a CPC acquires Significant Assets other than cash, by way of purchase, amalgamation, merger or arrangement with another Company or by other means;

"**Related Party Transaction**" has the meaning ascribed to that term under Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* of the Canadian Securities Administrators, and includes a related party transaction that is determined by the Exchange to be a Related Party Transaction;

"**Resulting Issuer**" means the issuer that was formerly a CPC that exists upon issuance of the Final Exchange Bulletin;

"**Resulting Issuer Shares**" means the common shares of the Resulting Issuer;

"**Significant Assets**" means one or more assets or businesses which, when purchased, optioned or otherwise acquired by the CPC, together with any other concurrent transactions would result in the CPC meeting the initial listing requirements of the Exchange;

"**Significant Shareholder**" means any shareholder of Wild holding more than 5.0% of the issued and outstanding equity securities of the company (on a fully-diluted basis), prior to giving effect to the Transaction;

"**Subco**" means PPCC's wholly-owned subsidiary, 2342700 ALBERTA LTD., a corporation incorporated by PPCC pursuant to the provisions of the ABCA for the purposes of the Amalgamation;

"**Subco Shares**" means the common shares in the capital of Subco;

"**Subscription Receipt Agent**" means Computershare;

"**Subscription Receipt Agreement**" means the subscription receipt agreement dated March 31, 2021 and between Computershare, as Subscription Receipt Agent, Wild, PPCC and the Agents governing the terms and conditions of the Wild Subscription Receipts;

"**Surplus Security Escrowed Shares**" has the meaning given to such term under "

INFORMATION CONCERNING THE RESULTING ISSUER – *Surplus Security Escrow Agreement*";

"**Target Company**" means a Company to be acquired by the CPC as its Significant Asset pursuant to a Qualifying Transaction;

"**Termination Event**" means (a) the Escrow Release Conditions are not satisfied on or before the Escrow Release Deadline, except as may be extended in accordance with the terms of the Subscription Receipt Agreement; or (b) prior to the Escrow Release Deadline, Wild delivers written notice to the Lead Agent (on behalf of the Agents) or announces to the public by way of press release that it does not intend to satisfy the Escrow Release Conditions, or (c) the Business Combination Agreement is terminated in accordance with its terms prior to the Escrow Release Deadline for any reason;

"**Transaction**" means the business combination between PPCC and Wild whereby PPCC will acquire Wild by way of the Amalgamation, and which will constitute the Qualifying Transaction of PPCC pursuant to Exchange Policy 2.4;

"**Unit Subscription Agreement**" has the meaning given to such term under "*The Transaction – Wild Private Placement*;"

"**Vendors**" means one or all of the beneficial owners of the Significant Assets (other than a Target Company(ies));

"**Warrant Certificates**" means the warrant certificates governing the terms of the Wild Warrants;

"**Warrant Indenture**" means warrant indenture dated March 31, 2021 and between Computershare, as warrant agent, and Wild governing the Wild Warrant;

"**Wild**" means Wildpack Beverage Alberta Inc. (formerly Wild Leaf Ventures Group Inc.), a corporation existing under the laws of Province of Alberta;

"**Wild Audited Financial Statements**" means the audited financial statements of Wild for the nine months ended December 31, 2020 and for the year ended March 31, 2020;

"**Wild Board**" means the board of directors of Wild;

"**Wild Compensation Unit**" means the non-transferable compensation units of Wild to be issued to the Agents in connection with the Wild Private Placement. Each Wild Compensation Unit is exercisable to acquire one Wild Unit at a price of $0.90 per Wild Unit for a period of 24 months after the Escrow Release Conditions are satisfied, or if a Termination Event occurs, on the date which is 24 months from the Wild Private Placement Date of the Wild Private Placement.

"**Wild Director Appointments**" means, subject to the completion of the Amalgamation, the reconstitution of the board of directors of PPCC to consist of seven (7) directors;

"**Wild Options**" means the stock options of Wild, each Wild Option entitling the holder thereof to purchase one Wild Share at an exercise price and for a period following the date of grant in accordance with its terms;

"**Wild Omnibus Plan**" means the omnibus incentive plan of Wild and attached hereto as Appendix G;

"**Wild Private Placement**" means the sale by Wild of an aggregate of 7,418,246 Wild Subscription Receipts and 2,114,441 Wild Units through the Agents pursuant to the Agency Agreement and the Subscription Receipt Agreement for aggregate gross proceeds to Wild of approximately $8,579,418.30;

"**Wild Private Placement Date**" means March 31, 2021, or such later date as Wild and the Lead Agent may mutually agree upon in writing;

"**Wild Private Placement Lock-Up Agreements**" means the written agreement entered into by certain officers, directors and Significant Shareholders of Wild, as the Resulting Issuer, in favour of the Agents pursuant to which such officers and directors have agreed not to dispose of their PPCC Consolidated Shares for a period of 180 days following the Wild Private Placement Date pursuant to the terms of the Agency Agreement;

"**Wild RSU**" means the restricted share unit awards granted by Wild under the Wild Omnibus Plan;

"**Wild SAFE**" means the simple agreement for future equity and provides for the issuance of Wild Shares in certain circumstances;

"**Wild Securityholder**" means a holder of Wild Shares, Wild Options, Wild Warrants, Wild Compensation Units, Wild RSUs or Wild SAFEs;

"**Wild Shareholder**" means a holder of Wild Shares from time to time, and "**Wild Shareholders**" means all of such holders;

"**Wild Shares**" means the class "A" common shares in the capital of Wild, as presently constituted on the date hereof;

"**Wild Subscription Receipts**" means the subscription receipts issued under the Wild Private Placement and pursuant to the terms of the Subscription Receipt Agreement for a purchase price of $0.90 per subscription receipt. Each Wild Subscription Receipt will be automatically converted, without payment of additional consideration or further action by the holder thereof, into one Wild Unit, subject to adjustment in certain events, immediately prior to the Effective Time upon the satisfaction or waiver of certain Escrow Release Conditions (as defined in the Subscription Receipt Agreement) at or before 5:00 p.m. (Toronto time) on the date that is 120 days following the Wild Private Placement Date;

"**Wild Unit**" means a notional unit issued or issuable by Wild, each Wild Unit comprised of 0.30 of one Wild Share and 0.15 of one Wild Warrant, subject to adjustment in certain events;

"**Wild Warrants**" means the common share purchase warrant of Wild created and issued pursuant to the terms of the Warrant Indenture. Each Wild Warrant will entitle the holder thereof to acquire one Wild Share at a price of $1.10 per Wild Share until 5:00 p.m. (Toronto Time) on the date which is 24 months after the Escrow Release are satisfied, or if a Termination Event occurs, on the date which is 24 months from the Wild Private Placement Date.

SUMMARY OF FILING STATEMENT

The following is a summary of information relating to PPCC, Subco, Wild and the Resulting Issuer (assuming completion of the Transaction) and should be read together with the more detailed information and financial data and statements contained elsewhere in this Filing Statement. Reference is made to the Glossary for the definitions of certain abbreviations and terms used in this Filing Statement and in this summary.

This Filing Statement is being prepared in accordance with Exchange Policy 2.4 and Form 3B2 – *Information Required in a Filing Statement for a Qualifying Transaction* of the Manual, in connection with the Transaction.

The Companies

PPCC

PPCC was incorporated on March 22, 2017, pursuant to the provisions of the *Business Corporations Act* (British Columbia) under the name "Ponderous Panda Capital Corp.". PPCC is a CPC created pursuant to Exchange Policy 2.4. The principal business of PPCC is the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction.

PPCC completed its initial public offering of PPCC Shares on April 27, 2018. PPCC currently has 3,065,004 PPCC Shares issued and outstanding, 306,500 PPCC Options outstanding. At the PPCC Shareholders' Meeting, the PPCC Shareholders will be asked to approve, among other things, the Consolidation of the PPCC Shares and, in accordance with their terms, the PPCC Options, on the basis of 1 post-consolidated PPCC Security for every 2.578 pre-consolidated PPCC Security and such that PPCC will have approximately 1,188,908 PPCC Consolidated Shares and 118,891 post-Consolidated PPCC Options outstanding after the Consolidation.

PPCC is a reporting issuer in the provinces of British Columbia, Alberta and Ontario and the PPCC Shares are listed on the Exchange under the trading symbol "PPCC.P".

Subco

Subco is a private company incorporated under the ABCA on April 22, 2021. Subco is a wholly-owned subsidiary of PPCC and was incorporated for the purposes of completing the Amalgamation.

Wild

Wild was formed upon amalgamation pursuant to the provisions of the ABCA on July 29, 2019 under the name "Wild Leaf Ventures Group Inc.". On February 17, 2021, Wild amended its articles to, among other things, change its name to "Wildpack Beverage Alberta Inc.". Wild provides middle-market beverage manufacturing and packaging services through its wholly-owned subsidiary, Holdings.

Wild currently has 15,370,183 Wild Shares issued and outstanding, 7,418,246 Wild Subscription Receipts and 2,114,441 Wild Units outstanding, 667,288 Wild Compensation Units, Wild SAFE agreements totaling $3,575,752.80 that will convert into Wild Shares, 25,536 Wild RSUs outstanding and 1,263,053 Wild Options outstanding. As of the date of this Filing Statement, 842,303 Wild Options and nil Wild RSUs, respectively, have vested and Wild Options and Wild RSUs to acquire up to 420,750 and 25,536, respectively, remain unvested.

Wild is not a reporting issuer in any jurisdiction of Canada and no public market exists for the Wild Shares.

The Transaction

Wild Private Placement

On March 31, 2021, Wild completed the Wild Private Placement. The Wild Private Placement consisted of the sale by Wild of 7,418,246 Wild Subscription Receipts and 2,114,441 Wild Units through the Agents at a price of $0.90 per Wild Subscription Receipt or Wild Unit, as the case may be, for gross proceeds of approximately $8,579,418.30.

Each Wild Unit is comprised of 0.30 of one Wild Share and 0.15 of one Wild Warrant. Each whole Wild Warrant will entitle the holder thereof to purchase, subject to adjustment as provided for in the Warrant Certificates, one Wild Share at a price of $1.10 per Wild Share at any time on or before the date which is 24 months after the Escrow Release Conditions, or if a Termination Event occurs, on the date which is 24 months from the Wild Private Placement Date.

The Wild Subscription Receipts are created and issued pursuant to the terms of the Subscription Receipt Agreement between the Subscription Receipt Agent, Wild, PPCC and the Lead Agent, on its own behalf and on behalf of the Agents. Each Wild Subscription Receipt will be automatically converted, without payment of additional consideration or further action by the holder thereof, into one Wild Unit, subject to adjustment in certain events, immediately prior to the completion of the Transaction upon the satisfaction or waiver of certain Escrow Release Conditions at or before 5:00 p.m. (Toronto time) on the Escrow Release Deadline.

Subject to certain assumptions discussed below under the heading "*SUMMARY OF FILING STATEMENT– The Transaction – Amalgamation*", the Wild Shares and the Wild Warrants comprising the Wild Units will be exchanged for PPCC Consolidated Shares and PPCC Replacement Warrants, respectively, in accordance with the terms of the Amalgamation.

A portion of the gross proceeds of the Wild Private Placement, being the Escrowed Funds, are being held in escrow by the Subscription Receipt Agent in accordance with the Subscription Receipt Agreement and will be released to Wild upon the satisfaction of the Escrow Release Conditions, provided that the Escrow Release Conditions are satisfied at or prior to the Escrow Release Deadline.

In consideration for their services in connection with the Wild Private Placement, Wild paid the Agents a cash commission equal to 7.0% of the aggregate gross proceeds from the sale of the Wild Subscription Receipts and Wild Units, 50% of which commission was paid on the Wild Private Placement Date and the remaining 50% of which commission was deposited in escrow. As additional consideration for the services of the Agents, the Agents were granted Wild Compensation Units equal to 7.0% of the aggregate number of Wild Subscription Receipts and Wild Units issued. Each Wild Compensation Unit is exercisable to acquire one Wild Unit at a price of $0.90 per Wild Unit for a period of 24 months after the Escrow Release Conditions are satisfied, or if a Termination Event (occurs, on the date which is 24 months from the Wild Private Placement Date. The Wild Compensation Units will be exchanged for an equivalent number of PPCC Replacement Compensation Units pursuant to, and on completion of, the Transaction.

Pursuant to terms of the Agency Agreement, certain officers, directors and Significant Shareholders entered into the Wild Private Placement Lock-Up Agreements pursuant to which such officers and directors agreed not to dispose of their PPCC Consolidated Shares for a period of 180 days after the date on which the Escrow Release Conditions are satisfied and the Escrowed Funds are released by the Subscription Receipt Agent unless they first obtain the written consent of the Agents or there occurs a take-over bid or similar transaction involving a change of control of the Resulting Issuer after completion of the Amalgamation.

PPCC Shareholders' Meeting

Pursuant to the Business Combination Agreement, PPCC is expected to hold the PPCC Shareholders' Meeting on April 29, 2021 for the purpose of, among other things, approving (i) the Consolidation, (ii) the Name Change; (iii) the Change of Auditors; (iv) approval of the Wild Omnibus Plan; and (v) the Wild Director Appointments.

Amalgamation

On March 30, 2021, PPCC and Wild entered into the Business Combination Agreement and, pursuant to the Business Combination Agreement, will, together with Subco, enter into the Amalgamation Agreement. Pursuant to the Amalgamation Agreement, among other things, it is expected that at the Effective Time the following will occur without further act or formality:

(i) Wild and Subco will amalgamate and continue as Amalco;

(ii) each Wild Share outstanding immediately prior to the Effective Time held by a Dissenting Wild Shareholder will become an entitlement to be paid the fair value of such share;

(iii) in accordance with their terms, each Wild SAFE shall be automatically converted into Wild Shares;

(iv) each Wild Share (other than those held by Dissenting Wild Shareholders) outstanding immediately prior to the Effective Time shall be cancelled and, in consideration therefor, the holder of such Wild Share shall receive (subject to fractional rounding) such number of fully paid and non-assessable PPCC Consolidated Shares issued by PPCC as is equal to the Exchange Ratio;

(v) each Subco Share outstanding immediately prior to the Effective Time shall be cancelled and, in consideration therefor, Amalco shall issue one Amalco Share to PPCC;

(vi) each Wild Option outstanding immediately prior to the Effective Time shall be cancelled and, in consideration therefor, the holder of such Wild Option shall receive (subject to fractional rounding) such number of PPCC Replacement Options issued by PPCC as is equal to the Exchange Ratio;

(vii) each Wild Warrant outstanding immediately prior to the Effective Time shall be cancelled and, in consideration therefor, the holder of such Wild Warrant shall receive (subject to fractional rounding) such number of PPCC Replacement Warrants issued by PPCC as is equal to the Exchange Ratio;

(viii) each Wild Compensation Unit outstanding immediately prior to the Effective Time shall be cancelled and, in consideration therefor, the holder of such Wild Compensation Unit shall receive (subject to fractional rounding) such number of PPCC Replacement Compensation Unit issued by PPCC;

(ix) each Wild RSU outstanding immediately prior to the Effective Time shall be cancelled and, in consideration therefor, the holder of such Wild RSU shall receive (subject to fractional rounding) such number of PPCC Replacement RSU issued by PPCC as is equal to the Exchange Ratio;

(x) the property of each of Subco and Wild shall continue to be the property of Amalco and Amalco shall continue to be liable for the obligations of each of Subco and Wild; and

(xi) Amalco will be a direct wholly-owned subsidiary of PPCC.

Based on the foregoing and the number of Wild Shares and securities convertible into Wild Shares currently outstanding or anticipated to be outstanding immediately prior to the Amalgamation and assuming the Escrow Release Conditions are satisfied at or prior to the Escrow Release Deadline, pursuant to the terms of the Amalgamation Agreement:

(i) 51,114,284 PPCC Consolidated Shares are expected to be issued to the Wild Shareholders in exchange for 15,370,183 Wild Shares, being the Wild Shares issued and outstanding as of the date hereof;

(ii) 4,966,323 PPCC Consolidated Shares are expected to be issued to Wild Shareholders having exchanged Wild SAFEs totaling $3,575,752.80 for an aggregate 4,966,323 Wild Shares, being the exchange of all of the Wild SAFEs expected to be issued and outstanding immediately prior to the Amalgamation;

(iii) 9,532,687 PPCC Consolidated Shares are expected to be issued to investors in the Wild Private Placement, in exchange for 2,864,820 Wild Shares, being all of the Wild Shares which are expected to be issued immediately prior to the Amalgamation in connection with the Wild Subscription Receipts and Wild Units;

(iv) 4,202,808 PPCC Replacement Options to purchase 4,202,808 PPCC Consolidated Shares are expected to be issued to the holders of Wild Options in exchange for 1,263,053 Wild Options to purchase 1,263,053 Wild Shares, being all of the Wild Options which are expected to be issued and outstanding immediately prior to the Amalgamation;

(v) 4,766,344 PPCC Replacement Warrants to purchase 4,766,344 PPCC Consolidated Shares are expected to be issued to the investors in the Wild Private Placement, in exchange for 1,432,410 Wild Warrants, being all of the Wild Warrants which are expected to be issued and outstanding immediately prior to the Amalgamation in connection with the Wild Subscription Receipts and Wild Units;

(vi) 667,288 PPCC Replacement Compensation Units to purchase 667,288 PPCC Consolidated Shares and 333,644 PPCC Replacement Warrants are expected to be issued to the holders of Wild Compensation Units in exchange for 667,288 Wild Compensation Units, being all of the Wild Compensation Units which are expected to be issued and outstanding immediately prior to the Amalgamation;

(vii) 84,971 PPCC Replacement RSUs to purchase 84,971 PPCC Consolidated Shares are expected to be issued to the holders of Wild RSUs in exchange for 25,536 being all of the Wild RSUs which are expected to be issued and outstanding immediately prior to the Amalgamation upon the automatic conversion of the Wild RSUs.

After giving effect to the Amalgamation, all PPCC Consolidated Shares shall be referred to herein as "Resulting Issuer Shares".

Interests of Insiders

The directors, officers, Insiders, promoters and Control Persons of PPCC and their respective Associates and Affiliates, as a group, beneficially own, or control or direct, directly or indirectly, an aggregate of 1,065,004 PPCC Shares and 306,500 PPCC Options, representing approximately 34.75% of the outstanding PPCC Shares and 100% of the outstanding PPCC Options, respectively.

Arm's Length Transaction

The Transaction is not a Non-Arm's Length Qualifying Transaction.

Available Funds and Principal Purposes

As at March 31, 2021, PPCC had a working capital deficit of US$388,702. Upon completion of the Transaction, the Escrowed Funds in the net amount of $6,468,132.16 will be released from escrow and the proforma working capital of the Resulting Issuer will be US$5,855,404.

The Resulting Issuer is expected to use the funds available to it in furtherance of its stated business objectives. The following table shows the foreseeable available funds and the principal purposes for which the available funds will be used by the Resulting Issuer, based on currently available information:

Available Funds:	**Estimated Amount (US$)**
Estimated Consolidated Working Capital (as at March 31, 2021)	[79,793]
Gross proceeds from the Wild Private Placement	6,738,469
Total Available Funds	6,818,261
Anticipated Uses of Funds:	
Integration of two additional facilities	2,000,000
Scale each facility and division to 24/7 operations	250,000
Build up aluminum can inventory to adequately service future requirements	1,500,000
Corporate Development, Legal and Transaction[(1)(2)]	997,926
General and Administrative[(3)]	1,000,000
Vendor Payout[(4)]	574,000
Unallocated Working Capital	496,335
Total Uses	6,818,261

Notes:

1. Wild raised gross proceeds of approximately US$6,738,469 ($8,579,418) from the Wild Private Placement. Pursuant to the terms of the Wild Private Placement, Wild shall pay the Agents: (i) a cash commission of 7.0% of the gross proceeds; (ii) Compensation Units, equal to 7.0% of the total number of Wild Subscription Receipts and Wild Units issued pursuant to the Wild Private Placement; and (iii) Agents' expenses in accordance with the Agency Agreement. See "*Private Placement*".
2. Total estimated cost of $526,233 including legal costs, auditor fees and applicable filing and listing fees.
3. Estimated General & Administrative Expenses for 12 months includes, among other things, management compensation, property taxes, office rent, audit fees, legal fees, transfer agent and registrar fees, annual Exchange fees and other typical administrative costs.
4. To be paid in connection with a contribution of assets by Craftpack and Lucky Clover. See "INFORMATION CONCERNING WILD - Subsidiaries - Holdings".

The above uses of available funds should be considered estimates. Please see the discussion under "FORWARD-LOOKING INFORMATION".

For additional information, please see the discussion under the heading "INFORMATION CONCERNING THE RESULTING ISSUER– Available Funds and Principal Purposes".

Selected Pro Forma Consolidated Financial Information

The following sets out selected pro forma financial information of the Resulting Issuer. This table should be read in conjunction with the unaudited pro forma consolidated balance sheet as of December 31, 2020 of the Resulting Issuer included in this Filing Statement as Appendix F.

	Pro Forma Balance Sheet (US$)
Current Assets	13,514,001
Non-current Assets	11,976,624
Total Liabilities	14,877,908
Shareholders' Equity	10,612,717

Exchange Listing and Market Price

The PPCC Shares began trading on the Exchange on May 1, 2018 under the trading symbol "PPCC.P". The closing price of the PPCC Shares on April 27, 2020, the last day the PPCC Shares traded prior to being suspended for failing to complete a Qualifying Transaction within 24 months of its listing, was $0.15.

No public market exists for any securities of Wild.

The PPCC Shares are currently listed under Tier 2 on the Exchange. The Exchange has provided conditional acceptance of the listing of the Resulting Issuer Shares upon the completion of the Transaction. Listing is subject to the Resulting Issuer fulfilling all of the listing requirements of the Exchange.

Relationship between the Agents and PPCC

Stifel Nicolaus Canada Inc., Haywood Securities Inc., PI Financial Corp., Echelon Wealth Partners and Roth Canada ULC acted as the Agents in connection with the Wild Private Placement. In addition to a cash commission payable to the Agents equal to 7.0% of the gross proceeds from the sale of the Wild Subscription Receipts, 50% of which was payable on the Wild Private Placement Date and 50% of which is payable upon the release of the Escrowed Funds, the Agents will receive the Wild Compensation Units equal to 7.0% of the total number of Wild Subscription Receipts and Wild Units issued pursuant to the Wild Private Placement, upon satisfaction of the Escrow Release Conditions as partial consideration for their services in connection with the Wild Private Placement and, assuming the completion of the Transaction, will ultimately receive PPCC Replacement Compensation Units in exchange therefor.

Conflicts of Interest

Other than as disclosed below, as of the date of this Filing Statement and to the knowledge of the directors and officers of PPCC and Wild, there are no existing conflicts of interest between the Resulting Issuer and any of the individuals proposed for appointment as directors or officers following the completion of the Transaction.

Interest of Experts and Others

Davidson & Company LLP is the auditor of PPCC and are independent of PPCC within the meaning of the Chartered Professional Accountants of British Columbia Code of Professional Conduct.

PricewaterhouseCoopers LLP are the auditors of Wild and are independent of Wild within the meaning of the Chartered Professional Accountants of British Columbia Code of Professional Conduct.

MNP LLP were the auditors of Wild for the fiscal year ended March 31, 2020 and are independent of Wild within the meaning of the Rules of Professional Accountants of British Columbia Code of Professional Conduct.

For additional information, please see the discussion under "GENERAL MATTERS- Experts – Interest of Experts".

Risk Factors

AN INVESTMENT IN SECURITIES OF PPCC AND, FOLLOWING THE COMPLETION OF THE TRANSACTION, THE RESULTING ISSUER IS HIGHLY SPECULATIVE AND INVOLVES A HIGH DEGREE OF RISK AND SHOULD ONLY BE MADE BY INVESTORS WHO CAN AFFORD TO LOSE THEIR ENTIRE INVESTMENT.

The Resulting Issuer's business, being engaged in beverage manufacturing and packaging, operating in the middle market by providing filling and decorating services to brands throughout the United States. The risk factors listed below could materially affect the Resulting Issuer's financial condition and/or future operating results, and could cause actual events to differ materially from those described in forward-looking statements made by or relating to the Resulting Issuer. Such risks include, but are not limited to: (i) the Transaction may not be completed; (ii) potential undisclosed liabilities associated with the Transaction; (iii) failure to realize expected returns on the Transaction; (iv) discretion in the use of proceeds; (v) market price volatility; (vi) changes in customer and consumer preferences; (vii) effects of COVID-19; (viii) health, safety and environmental concerns; (ix) loss of key personnel; (x) cybersecurity risks; (xi) change in societal expectations; (xii) fluctuations in foreign currency exchange rates; and (xiii) supply chain risks. For additional information, please see the discussion under "RISK FACTORS".

Conditional Acceptance of the Exchange

The Exchange has conditionally accepted the Transaction subject to PPCC fulfilling all of the requirements of the Exchange on or before July 28, 2021.

RISK FACTORS

An investment in the Resulting Issuer Shares should be considered highly speculative, not only due to the nature of Wild's business and operations, but also because of the uncertainty related to completion of the Transaction. In addition to the other information in this Filing Statement, an investor should carefully consider each of, and the cumulative effect of, the following factors, which assume the completion of the Transaction. Except as noted, these risk factors have been drafted in a manner so as to assume the completion of the Transaction.

Risks Factors Related to the Transaction

Possible Failure to Complete the Transaction: There is no certainty, nor can Wild or PPCC provide any assurance, that the Transaction will be completed, or if completed, will be on terms that are exactly the same as discussed in this Filing Statement. If closing of the Transaction does not take place as contemplated, Wild and PPCC will not benefit from the Transaction, will have incurred significant management time and expenses and could suffer adverse consequences.

Potential Undisclosed Liabilities Associated with the Transaction: Wild or PPCC may assume unknown liabilities that could be significant. Although Wild and PPCC has conducted a due diligence review in respect of the Transaction, there may be liabilities that Wild and PPCC failed to discover or was unable to quantify in its due diligence review and Wild and PPCC may not be fully indemnified for some or all of these liabilities under the purchase agreement to be entered into with respect to the Transaction. The subsequent discovery or quantification of any other material liabilities could have a material adverse effect on Wild's and PPCC's business, financial condition or future prospects, which could include diminution in the value of the affected assets.

Possible Failure to Realize Expected Returns on the Transaction: The Transaction involve risks that could materially and adversely affect the Resulting Issuer's business plan, including the failure of the Transaction to realize the results Wild and PPCC expects. While management of Wild and PPCC, based on information deemed appropriate and sufficient for such purposes), believes the Transaction will be beneficial to both Wild and PPCC, such determination should not be regarded as a guarantee of future performance or results and includes certain estimates and assumptions, the actual result of which may be different. If the Transaction fail to realize the results that Wild and PPCC expects, the Transaction could have a material adverse effect on Wild's and PPCC's financial results.

Risks Factors Related to the Wild Private Placement

Resale Restrictions: The Subscription Receipts and Wild Units have been offered on a private placement basis pursuant to exemptions from the prospectus requirements under applicable Canadian and US securities legislation. Accordingly, the transfer or resale of the Subscription Receipts and Wild Units will be subject to restrictions under applicable securities laws and any resale must be made in accordance with applicable securities laws. A holder of Subscription Receipts or Wild Units may not trade the securities before the date that is four months and a day after the distribution date of the Subscription Receipts and Wild Units, unless the trade is permitted under securities laws. During the hold period, any resale of the Subscription Receipts and Wild Units must be made under an available statutory exemption from the dealer registration and prospectus requirements or under a discretionary exemption granted by the applicable securities regulatory authority. Investors are advised to seek legal advice before re-selling the securities.

Discretion in the Use of Proceeds: Wild and the Resulting Issuer intends to use the net proceeds of the Wild Private Placement to pay a portion of the purchase price for the Transaction. However, there may be circumstances where, for sound business reasons (including the Transaction not being completed), a reallocation of funds may be deemed prudent or necessary. In such circumstances, the net proceeds will be reallocated at Wild's and the Resulting Issuers' sole discretion. Management will have discretion concerning the use of proceeds of the offering as well as the timing of their expenditures. As a result, an investor will be relying on the judgment of management for the application of the proceeds of the offering. Management may use the net proceeds of the offering in ways that an investor may not consider desirable. The results and the effectiveness of the application of the proceeds are uncertain. If the proceeds are not applied effectively, Wild's and the Resulting Issuer's results of operations may suffer.

Market Price Volatility: The market price for the Subscription Receipts and underlying securities may be volatile and subject to wide fluctuations in response to numerous factors, many of which are beyond the Resulting Issuer's control; accordingly, the market price of the securities may decline even if the Resulting Issuer's operating results, underlying asset values or prospects have not changed.

Limited Market for Securities: Upon completion of the Transaction, the Resulting Issuer Shares will be listed on the Exchange, however, there can be no assurance that an active and liquid market for the Resulting Issuer Shares will develop or be maintained and an investor may find it difficult to resell any securities of the Resulting Issuer.

Dilution of Shareholders of the Resulting Issuer: The Resulting Issuer will be authorized to issue an unlimited number of Resulting Issuer Shares for the consideration and on those terms and conditions as shall be established by the Resulting Issuer Board without shareholder approval, subject to applicable securities laws and stock exchange requirements.

Publication of Inaccurate or Unfavourable Research and Reports: Following the listing of the Resulting Issuer Shares, the trading market for the Resulting Issuer Shares will rely in part on the research and reports that securities analysts and other third parties choose to publish about the Resulting Issuer. The Resulting Issuer will not control these analysts or other third parties. The price of the Resulting Issuer Shares could decline if one or more securities analysts downgrade the Resulting Issuer Shares or if one or more securities analysts or other third parties publish inaccurate or unfavourable research about the Resulting Issuer or cease publishing reports about the Resulting Issuer. If one or more analysts cease coverage of the Resulting Issuer or fail to regularly publish reports on the Resulting Issuer, the Resulting Issuer could lose visibility in the financial markets, which in turn could cause the Resulting Issuer’s share price or trading volume to decline.

Risks Factors Related to the Resulting Issuer's Business

Changes in Customer and Consumer Preferences

The Resulting Issuer is expected to produce products for its customers who in turn sell these products to consumers. Should there be a reduction in consumer demand or customer requirements change in such a way that the Resulting Issuer is unable to meet the new requirements, this may have an adverse effect on the Resulting Issuer's business, financial condition and results of operations.

Fluctuations in Price of Packaging Materials

The prices of raw and packaging materials fluctuate due to factors beyond the Resulting Issuer's control. While the Resulting Issuer aims to purchase sufficient raw and packaging materials to meet its estimated sales volumes, these estimates may prove inaccurate. If the raw and packaging materials costs increase, it may not be possible to pass the increase on to customers through price adjustments or in a timely manner. This could have a material adverse effect on the business, financial condition and results of operations.

Supply Chain

Any interruption or delay in product supply, any increases in product costs, or the inability to obtain such products from alternate sources at acceptable prices and within a reasonable amount of time, would harm the Resulting Issuer's ability to provide such products to its customers on a timely basis. This could harm the Resulting Issuer's relationship with its customers, prevent it from acquiring new customers, and materially and adversely affect its business. Further, the Resulting Issuer's suppliers, service providers and distributors may elect, at any time, to breach or otherwise cease to participate in supply, service or distribution agreements, or other relationships, on which the Resulting Issuer's operations rely. Loss of its suppliers, service providers or distributors would have a material adverse effect on the Resulting Issuer's s business and operational results. Such disruption of operations could adversely affect inventory supplies and the Resulting Issuer's ability to meet product delivery deadlines.

Loss of Key Personnel or Unionization

The performance of senior management and other key employees is critical to our success. There can be no assurance that the Resulting Issuer will be successful in attracting or retaining highly qualified senior management and other key employees needed in the future, which could have an adverse effect on the business. In addition, in the future, unionization could become a factor that would increase the Resulting Issuer's operating costs and decrease its profit margins.

Cost of Utilities

The Resulting Issuer's manufacturing and distribution processes include a high usage of utilities like gas, energy and transport costs. Utility costs may fluctuate significantly representing a financial risk to our operations.

Cybersecurity

The Resulting Issuer's operating results may be adversely affected by a breakdown of its information technology systems or a failure to develop those systems. The Resulting Issuer depends on key information systems to conduct its business, to provide information to management and to prepare financial reports.

COVID-19 Outbreak

The COVID-19 pandemic has disrupted the economy and put unprecedented strains on governments, businesses and individuals around the world. The impact and duration of the COVID-19 pandemic are difficult to assess or predict. It is even more difficult to predict the impact on the global economic market, which will depend upon the actions taken by governments, businesses and other enterprises in response to the pandemic. The pandemic has already caused, and is likely to result in further, significant disruption of global financial markets and economic uncertainty. The pandemic has resulted in authorities implementing numerous measures to try to contain the virus, such as travel bans and restrictions, quarantines, shelter in place or total lock-down orders, and business limitations and shutdowns. Such measures have significantly contributed to rising unemployment and negatively impacted consumer and business spending. The extent to which COVID-19 impacts the Resulting Issuer's financial results will depend on future developments, which are highly uncertain and cannot be predicted, including new information that may emerge concerning the severity of COVID-19 and the actions taken by governments to curtail or treat its impact, including shelter in place directives, business limitations and shutdowns, travel bans and restrictions, loan payment deferrals (whether government-mandated or voluntary), moratoriums on debt collection activities and other actions, which, if imposed or extended, may impact the economies in which the Resulting Issuer now, or may in the future, operate. Adverse market conditions resulting from the spread of COVID-19 could materially adversely affect the Resulting Issuer's business and the value of its securities.

Factors which may Prevent Realization of Growth Targets

The Resulting Issuer is still developing and growing its business. There is a risk that these additional objectives will not be achieved on time, on budget, or at all, as they can be adversely affected by a variety of factors, including some that are discussed elsewhere in these risk factors. As a result, there is a risk that the Resulting Issuer may not have sufficient capacity to meet the anticipated demand or to meet future demand when it arises.

Litigation

The Resulting Issuer may from time to time become party to claims and litigation proceedings, which may include those generally related to contract disputes. Such matters are subject to many uncertainties and the Resulting Issuer cannot predict with any assurances the outcome and ultimate financial impact from any such claims or proceedings. There can be no guarantee that actions that may be brought against the Resulting Issuer in the future will be resolved in its favour or that the insurance the Resulting Issuer carries will be available or paid to cover any litigation exposure. Any losses from settlements or adverse judgments arising out of these claims could be materially adverse to the Resulting Issuer.

Fluctuation of Quarterly Operating Results

Revenue is difficult to forecast and may fluctuate significantly from quarter to quarter. Delays, reduction in scope or cancellation of orders could materially adversely affect the Resulting Issuer's business, financial condition and results of operations. Quarter-to-quarter comparisons of the Resulting Issuer's operating results are not necessarily meaningful and should not be relied upon as indications of likely future performance. Reductions in revenue or net income between quarters or the Resulting Issuer's failure to achieve expected quarterly earnings could cause the market price of our tradeable securities to decline or have a material impact on their value.

Health, Safety and Environment

The Resulting Issuer's reputation could be jeopardized by a failure to maintain high quality standards for its products and services or high ethical, social and environmental standards for its activities, including human rights related challenges in its supply chains. A failure to meet these standards or contamination could occur in the Resulting Issuer's operations and its suppliers. This could result in expensive production interruptions, recalls and liability claims. The Resulting Issuer may be liable to its customers if the consumption of any of its products or services causes injury, illness or death. Moreover, negative publicity could be generated from false, unfounded or nominal liability claims or limited recalls. Any of these failures or occurrences could have a material adverse effect on the Resulting Issuer's results of operations or cash flows

The Resulting Issuer's manufacturing sites are subject to a number of environmental laws and other regulations relating to environmental control, fire safety, sanitation, and water consumption and treatment.

Change in Societal Expectations

There is a continued high level of media and government scrutiny on health and environmental concerns of consumers. Expectations from consumers and governmental and non-governmental bodies on the industry taking responsibility in tackling environmental issues (such as recycled products) may grow, leading inter alia to changes in regulations impacting the Resulting Issuer's product portfolio and manufacturing processes.

Fluctuations in Foreign Currency Exchange Rates

The Resulting Issuer is exposed to foreign currency exchange rate risk with respect to its sales, expenses, profits, assets and liabilities. While many of these risks offset each other within the Resulting Issuer's operations, the Resulting Issuer still has net exposure to foreign currency fluctuations, particularly in regards to the U.S. dollar. The Resulting Issuer generally does not use instruments to hedge certain foreign currency risks and is not protected against foreign currency fluctuations. As a result, its reported earnings may be affected by changes in foreign currency exchange rates. Moreover, any favourable impacts on profit margins or financial results from fluctuations in foreign currency exchange rates are likely to be unsustainable over time.

Future Acquisitions or Dispositions

Material acquisitions, dispositions and other strategic transactions involve a number of risks, including: (i) potential disruption of the Resulting Issuer’s ongoing business; (ii) distraction of management; (iii) the Resulting Issuer may become more financially leveraged; (iv) the anticipated benefits and cost savings of those transactions may not be realized fully or at all or may take longer to realize than expected; and (v) increasing the scope and complexity of the Resulting Issuer’s operations. Additionally, the Resulting Issuer may issue additional equity interests in connection with such transactions, which would dilute a shareholder’s holdings in the Resulting Issuer.

The presence of one or more material liabilities of an acquired company that are unknown to the Resulting Issuer at the time of acquisition could have a material adverse effect on the business, results of operations, prospects and financial condition of the Resulting Issuer. A strategic transaction may result in a significant change in the nature of the Resulting Issuer’s business, operations and strategy. In addition, the Resulting Issuer may encounter unforeseen obstacles or costs in implementing a strategic transaction or integrating any acquired business into the Resulting Issuer’s operations.

Internal Controls

Effective internal controls are necessary for the Resulting Issuer to provide reliable financial reports and to help prevent fraud. Although the Resulting Issuer will undertake a number of procedures and will implement a number of safeguards, in each case, in order to help ensure the reliability of its financial reports, including those imposed on the Resulting Issuer under Canadian securities law, the Resulting Issuer cannot be certain that such measures will ensure that the Resulting Issuer will maintain adequate control over financial processes and reporting. Failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm the Resulting Issuer's results of operations or cause it to fail to meet its reporting obligations. If the Resulting Issuer or its auditors discover a material weakness, the disclosure of that fact, even if quickly remedied, could reduce the market's confidence in the Resulting Issuer's consolidated financial statements and materially adversely affect the trading price of the Resulting Issuer Shares.

Past Performance not Indicative of Future Results

The prior operational performance of Wild is not indicative of the future operating results of the Resulting Issuer. There can be no assurance that the historical operating results achieved by Wild or their affiliates will be achieved by the Resulting Issuer, and the Resulting Issuer's performance may be materially different.

Management of Growth

As the Resulting Issuer grows, the Resulting Issuer will also be required to hire, train, supervise and manage new employees. The Resulting Issuer may experience a period of significant growth in the number of personnel that will place a strain upon its management systems and resources. Its future will depend in part on the ability of its officers and other key employees to implement and improve financial and management controls, reporting systems and procedures on a timely basis and to expand, train, motivate and manage the workforce. The Resulting Issuer's planned personnel, systems, procedures and controls may be inadequate to support its future operations. Failure to effectively manage any future growth could have a material adverse effect on the business, financial condition or results of operations of the Resulting Issuer.

Reliance on a Single Consumer Market

The Resulting Issuer will distribute its products within the United States. Unless the Resulting Issuer expands the reach of its distribution, the Resulting Issuer expects to be reliant on the United States' consumer market, alone, to generate all of its sales and resulting profit. In the event that something obstructs the Resulting Issuer's ability to access the United States' consumer market, the Resulting Issuer may have significant difficulty generating sales, thus materially and adversely affecting the Resulting Issuer's profitability. As a result, the Resulting Issuer's operating results and financial performance may be affected by adverse changes in economic conditions (such as economic downturns or trade disputes concerning the imposition of apparel quotas, higher tariffs or other trade barriers), political conditions (such as government elections, terrorist attacks or wars) and social conditions (such as trade union disputes) in the United States.

INFORMATION CONCERNING PPCC

The following information is presented on a pre-Transaction basis and prior to giving effect to any of the Transaction. Please see the discussion under "INFORMATION CONCERNING THE RESULTING ISSUER" for pro forma business, financial and share capital information relating to the Resulting Issuer.

Corporate Structure

Name and Incorporation

PPCC was incorporated on March 22, 2017, pursuant to the provisions of the *Business Corporations Act* (British Columbia) under the name "Ponderous Panda Capital Corp.". PPCC is a CPC created pursuant to Exchange Policy 2.4. The principal business of PPCC is the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction.

The registered and records office of the Corporation is located at Suite 480-1500 W. Georgia Street, Vancouver, British Columbia, V6G 2Z6. The head office of the Corporation is located at Suite 480-1500 W. Georgia Street, Vancouver, British Columbia, V6G 2Z6.

General Development of the Business

History

PPCC issued an aggregate of 1,065,004 PPCC Shares to its directors, officers and seed investors on December 22, 2017 (700,003 PPCC Shares), January 30, 2018 (158,334 PPCC Shares) and February 15, 2018 (206,667 PPCC Shares) at a price of $0.15 per share for gross proceeds of $159,750.6. These shares were placed in escrow in accordance with the policies of the Exchange and a Form 2F CPC Escrow Agreement dated February 15, 2018.

PPCC completed its initial public offering of PPCC Shares on April 27, 2018 pursuant to a prospectus dated March 27, 2018 issuing 2,000,000 PPCC Shares at a price of $0.30 per share for gross proceeds of $600,000. In connection with the offering, the agent of the initial public offering was paid a cash commission equal to 10% of the gross proceeds, a corporate finance fee plus non-transferable options to purchase up to 200,000 PPCC Shares at a price of $0.30 per share for a period of 24 months from the date the PPCC Shares were first listed on the Exchange.

PPCC has also granted 306,500 PPCC Options to its directors and officers which are exercisable for a period of ten years from the date of the grant at an exercise price of $0.30 per PPCC Share.

The PPCC Shares began trading on the Exchange on May 1, 2018 under the symbol "PPCC.P".

On May 31, 2018, PPCC and Trait Biosciences Inc. entered into a letter of intent pursuant to the terms of which PPCC and Trait Biosciences Inc. would complete a business combination by way of share purchase agreement. On January 31, 2019 PPCC and Trait Biosciences Inc. announced the mutual termination of the proposed transaction.

On August 28, 2019, PPCC and Veridyne Power Corp. entered into a letter of intent pursuant to the terms of which PPCC and Veridyne Power Corp. would complete an acquisition intended to constitute the PPCC's qualifying transaction. On March 25, 2020, PPCC announced that the letter of intent expired and will not be extended by the parties.

On August 19, 2020, PPCC and iMD Health Global Corp. entered into a letter of intent pursuant to the terms of which PPCC and iMD Health Global Corp. would complete a business combination by way of share purchase agreement. On September 17, 2020, the letter of intent entered into between PPCC and iMD Health Global Corp. terminated. The letter of intent contained a provision whereby if the letter of intent is terminated by a party outside of certain exemptions there is a $75,000 break fee payable to the other party. Pursuant to iMD Health Global Corp.'s termination of the letter of intent, a $75,000 break fee was paid to PPCC.

On January 21, 2021 PPCC and Wild entered into an arm's length non-binding letter of intent pursuant to which the parties agreed to effect a business combination. On March 30, 2021, PPCC and Wild entered into the Business Combination Agreement providing for, among other things, the Transaction. For a description of the Business Combination Agreement, please see the discussion under the heading "THE PROPOSED TRANSACTION– Business Combination Agreement".

At the PPCC Shareholders' Meeting expected to be held on April 29, 2021, the PPCC Shareholders are approve, among other things: (i) the Consolidation, (ii) the Name Change; (iii) the Change of Auditors; (iv) approval of the Wild Omnibus Plan; and (v) the Wild Director Appointments.

To date, PPCC has not carried on any operations other than identifying and evaluating opportunities for the acquisition of an interest in assets or businesses with a view to completing a Qualifying Transaction and, once identified and evaluated, negotiating an acquisition or participation in such assets or businesses. The Transaction will be PPCC's Qualifying Transaction.

Selected Financial Information

The following table sets out certain selected financial information of PPCC in summary form for years ended December 31, 2020 and December 31, 2019. This selected financial information has been derived from the PPCC Audited Financial Statements, which are attached to this Filing Statement as Appendix A.

	Year-Ended December 31, 2020	**Year-Ended December 31, 2019**
Total Expenses (Income)	$54,252	$57,095
Amounts deferred in connection with the Amalgamation	Nil	Nil

Management's Discussion and Analysis

The MD&A for PPCC for the year ended December 31, 2020 is attached to this Filing Statement as Appendix B. The MD&A for PPCC is a review of how PPCC performed during the period covered by the PPCC Audited Financial Statements and of PPCC's financial condition and future prospects. The MD&A complements and supplements the PPCC Audited Financial Statements and should be read in conjunction with the PPCC Audited Financial Statements and the related notes for the year ended December 31, 2020.

Description of Securities

PPCC is authorized to issue an unlimited number of PPCC Shares.

PPCC Shares

The holders of PPCC Shares are entitled to dividends, if, as and when declared by the board of directors of PPCC, to one vote per share at meetings of the shareholders of PPCC and, upon liquidation, to receive such assets of PPCC as are distributable to the holders of the PPCC Shares.

Escrowed Shares

Pursuant to the CPC Escrow Agreement, 1,065,004 of the issued and outstanding PPCC Shares have been deposited in escrow. Upon PPCC completing a Qualifying Transaction, as defined in Exchange Policy 2.4, PPCC Shares held pursuant to the CPC Escrow Agreement shall be released as to 10% immediately following the issuance of the Final Exchange Bulletin and an additional 25% every six months following the Final Exchange Bulletin.

At the annual general and special shareholder meeting on January 20, 2021, the shareholders of PPCC passed an ordinary resolution authorizing the amendment of the CPC Escrow Agreement to remove the previous escrow release schedule and adopt the harmonized release schedule as set forth in Exchange Policy 2.4. Accordingly, on May 3, 2021 the parties of the CPC Escrow Agreement entered into the Amended CPC Escrow Agreement.

Stock Option Plan

PPCC has adopted an incentive stock option plan in accordance with the policies of the Exchange. The purpose of the incentive stock option plan, and pursuant to which it may grant stock options, is to recognize contributions made by its key individuals and to create an incentive for their continuing assistance to PPCC and its Affiliates. The Stock Option Plan provides an incentive for and encourages ownership of PPCC's PPCC Shares by its key individuals so that they may increase their stake in PPCC and benefit from increases in the value of PPCC's PPCC Shares. Pursuant to the plan, the maximum number of PPCC Shares reserved for issuance in any 12 month period to any one optionee, other than a consultant or persons engaged in investor relations activities may not exceed 5% of the issued and outstanding PPCC Shares at the date of the grant, unless PPCC has obtained disinterested shareholder approval. The maximum number of PPCC Shares reserved for issuance in any 12 month period to any consultant may not exceed 2% of the issued and outstanding PPCC Shares at the date of the grant while the maximum number of PPCC Shares reserved for issuance in any 12 month period to all persons engaged in investor relations activities may not exceed 2% of the issued and outstanding number of PPCC Shares at the date of the grant. While PPCC is a CPC, it is prohibited from granting options to any person providing investor relations activities, promotional or market–making services. The expiry date of the stock options is set by the board of directors at the time the options are granted, for a period of up to 10 years from the date of grant. Stock options may be exercised for a period of 90 days following the date the optionee ceases to be a director, officer, employee or consultant of PPCC or its Affiliates, provided that if the cessation of such position or arrangement was by reason of death or disability, the option may be exercised within a maximum period of one year after such death or disability, subject to the expiry date of such option; and if the optionee was engaged to provide investor relations services, the optionee has 30 days from the date of cessation, subject to expiry date of the stock options. While PPCC is a CPC, the Exchange Policy 2.4 imposes certain restrictions on the Persons eligible to be granted stock options and certain terms on plan. See "INFORMATION CONCERNING THE RESULTING ISSUER– Escrow Securities".

As of the date of this Filing Statement, PPCC has granted 306,500 PPCC Options to its directors and officers to purchase an aggregate of 306,500 PPCC Shares pursuant to the PPCC Option Plan, which PPCC Options are exercisable at a price of $0.30 per share for a period of ten years from the date of grant.

Prior Sales

Since the date of incorporation (March 22, 2017), 3,065,004 PPCC Shares have been issued and are currently outstanding as follows:

Date Issued	Type of Security Issued	Number of Securities	Issue Price Per Security	Aggregate Issue Price	Nature of Consideration
December 22, 2017	PPCC Shares	700,003	$0.15	$105,000	Cash
January 30, 2018	PPCC Shares	158,334	$0.15	$23,750	Cash
February 15, 2018	PPCC Shares	206,667	$0.15	$31,000	Cash
March 27, 2018	PPCC Shares	2,000,000	$0.30	$600,000	Cash

Stock Exchange Price

The PPCC Shares have been posted for trading on the Exchange since May 1, 2018 under the trading symbol "PPCC.P". The following table sets out trading information for the PPCC Shares for the periods indicated as reported by the Exchange.

Period	High	Low	Trading Volume
April 2020(1) (2)	0.32	0.15	10,000
May 2020	0.15	0.15	-
June 2020	0.15	0.15	-
July 2020	0.15	0.15	-
August 2020	0.15	0.15	-
September 2020	0.15	0.15	-
October 2020	0.15	0.15	-

November 2020	0.15	0.15	-
December 2020	0.15	0.15	-
January 2021	0.15	0.15	-
February 2021	0.15	0.15	-
March 1, 2021 – March 31, 2021	0.15	0.15	-
April 1, 2021 – April 30, 2021	0.15	0.15	-

Note:

1. The PPCC shares resumed trading after being suspended from trading on August 26, 2019.
2. The PPCC Shares were suspended from trading on April 28, 2020.

Arm's Length Transactions

It is the collective view of PPCC and Wild that the proposed Transaction does not constitute a Non-Arm's Length Qualifying Transaction.

Legal Proceedings

There are no legal proceedings material to PPCC to which PPCC is, or has been, a party or of which any of its property is, or has been, the subject matter. Additionally, to the knowledge of PPCC, there are no such proceedings contemplated.

Auditor, Transfer Agent and Registrar

Auditor

The auditors of PPCC are Davidson & Company LLP, Chartered Accountants, of Suite 1200 - 609 Granville Street, Vancouver, British Columbia, V6Y 1G6.

Transfer Agent and Registrar

PPCC's transfer agent and registrar is Computershare, 3rd Floor, 510 Burrard Street, Vancouver, British Columbia V6C 3B9.

Material Contracts

PPCC has not entered into any material contracts, other than contracts entered into in the ordinary course of business, except:

(a) the Business Combination Agreement;

(b) the Agency Agreement;

(c) the Subscription Receipt Agreement;

(d) the CPC Escrow Agreement;

(e) the Amended CPC Escrow Agreement;

(f) the agency agreement dated March 27, 2018 between PPCC and Canaccord Genuity Corp.; and

(g) the Transfer Agent, Registrar and Dividend Disbursing Agent Agreement dated February 5, 2018, between PPCC and Computershare.

(h) Retainer Agreement dated November 30, 2017 between the PPCC and David Smalley Law Corp.

Copies of the foregoing contracts will be available for inspection at the offices of PPCC's counsel, David Smalley Law Corp, at Suite 480 – 1500 W. Georgia Street, Vancouver, British Columbia V6G 2Z6, Attention: David W. Smalley, at any time during ordinary business hours until the completion of the Transaction and for a period of 30 days thereafter.

INFORMATION CONCERNING WILD

The following information has been provided by Wild and is presented on a pre-Transaction basis. Please see the discussion under "INFORMATION CONCERNING THE RESULTING ISSUER" for pro forma business, financial and share capital information relating to the Resulting Issuer following the Transaction.

Corporate Structure

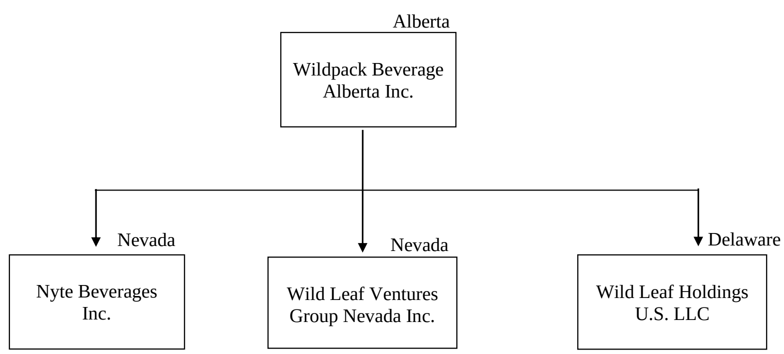
Name and Incorporation

Wild was formed upon the incorporation pursuant to the provisions of the ABCA on March 27, 2017 under the name "Mr. Nice Guy Inc.". On July 29, 2019, Wild (then Mr. Nice Guy Inc.) amalgamated with Nyte Beverage Corp. pursuant to the provisions of the ABCA to form "Wild Leaf Ventures Group Inc.". On August 13 ,2019 Wild Leaf Ventures Group Inc. amalgamated with Rootie Media Inc. pursuant to the provisions of the ABCA and continued under the existing corporate name "Wild Leaf Ventures Group Inc.". On February 17, 2021, Wild Leaf Ventures Group Inc. amended its articles to change its name to "Wildpack Beverage Alberta Inc.". On March 27, 2021, Wild changed its financial year end from March 31 to December 31.

The head and registered office of Wild is located at 350 - 7th Avenue SW, Suite 3400, Calgary, Alberta, T2P 3N9.

Intercorporate Relationships

The following diagram describes the intercorporate relationships among Wild and its subsidiaries:



Subsidiaries

<u>Nyte Beverages Inc.</u>

Nyte Beverages Inc. was incorporated pursuant to the laws of the State of Nevada on January 24, 2019. Nyte Beverages Inc. is a wholly-owned subsidiary of Wild. It was contemplated that this subsidiary would carry on the business of a beverage brand but due to market conditions it has never carried on operations nor is it currently contemplated to commence operations.

Mitch Barnard, Ryan Mason and Thomas Walker act as the directors of Nyte Beverages Inc.

<u>Wild Leaf Ventures Group Nevada Inc.</u>

Wild Leaf Ventures Group Nevada Inc. was incorporated pursuant to the laws of the State of Nevada on July 1, 2019. Wild Leaf Ventures Group Nevada Inc. is a wholly-owned subsidiary of Wild. It was contemplated that this subsidiary would carry on manufacturing operations in the state of Nevada, for tax segregation purposes. There is no activity in this company.

Mitch Barnard, Ryan Mason and Thomas Walker act as the directors of Wild Leaf Ventures Group Nevada Inc.

Holdings

Wild Leaf Holdings U.S. LLC ("**Holdings**") was incorporated pursuant to the laws of the State of Delaware on January 24, 2020. Wild holds all of the voting and participating units in Holdings. In accordance with a contribution of assets by Craftpack, LLC ("**Craftpack**") and Lucky Clover Packaging, LLC ("**Lucky Clover**" and together with Craftpack, the "**Contributors**") to Wild Leaf Holdings U.S. LLC, the Contributors held non-voting and non-participating units in Holdings which entitled the Contributors to receive certain cash payments of $574,000 and $500,000 to be paid in June 2021 and June 2022, respectively, with additional cash payment of $126,000 to be paid over twelve payments commencing June 2021 to May 2022. As of the date of this Filing Statement, the Contributors converted their non-voting and non-participating units in Holdings to 1,352,914 Wild Shares. See "*Appendix C - Audited Financial Statements of Wildpack Beverage Alberta Inc.*" and "INFORMATION CONCERNING WILD– Significant Acquisitions".

Mitch Barnard, Ryan Mason, Stephen Fader and Thomas Walker act as the directors of Holdings.

General Development of the Business

Wild is engaged in beverage manufacturing and packaging, operating in the middle market by providing can filling and decorating services to brands throughout the United States. Wild currently operates indirectly through its subsidiaries and out of facilities in Baltimore, Maryland and Sacramento, California and is expected to commence operations in a new facility in Las Vegas, Nevada in the second quarter of 2021.

Each facility is generally equipped to produce canned beverage products in a variety of package sizes and utilizes numerous package types and sizes, including can sizes and packaging specifics to service various middle market beverage manufacturer requirements.

Principal Products and Services

Can Filling (can filling services)

Filling services involve receiving a customer's raw and packaging materials on a consignment basis, mixing them in accordance with formula specifications and packaging them in accordance with their specifications. Wild charges a tolling fee on a per gallon basis for this service.

Middle market brands have varying needs and require smaller production runs compared to top of market brands. As such, Wild has developed its manufacturing lines to provide the requisite flexibility to service these needs while optimizing changeover speed to maintain operational efficiency.

In the nine month period ended December 31, 2020, Wild received revenues from its filling services in the approximate amount of US$1,327,750 and $nil in the twelve month period ended March 31, 2020, respectively. See "*Appendix C - Audited Financial Statements of Wildpack Beverage Alberta Inc*." [1]

Can Decorating (can decorating services)

Decorating services include the application of customer label design to blank aluminum cans. Beverage cans have a large, printable surface, which is customarily utilized by beverage manufacturers to advertise manufacturer and product specific designs and information. Middle market brands often do not meet the minimum order quantities to purchase printed aluminum cans and therefore are required to undertake direct or third-party labelling processes.

Wild predominantly applies heat-shrink sleeves but has the capabilities to apply pressure sensitive labels. This service is offered as both a stand alone (performed on an independent decorating line) or post-fill (performed by an applicator built into the filling line) service. Providing post-fill decorating allows Wild to achieve greater operational efficiency in instances where it is performing both filling and decorating services.

[1] The average US:CAD exchange rate was 1.3415 and 1.3269 in 2020 and 2019, respectively.

Wild charges a service fee to coordinate the label printing on a per label basis and an application fee on a per can basis. In many circumstances Wild also provides the aluminum can and charges for this on a per can basis.

In the nine month period ended December 31, 2020, Wild received revenues from its decorating services in the approximate amount of US$6,841,330 and $nil in the twelve month period ended March 31, 2020, respectively. See "*Appendix C - Audited Financial Statements of Wildpack Beverage Alberta Inc.*"[1].

Methods of Distribution and Principal Markets

The beverage industry is significantly impacted by geographic considerations. This is largely due to the costs of shipping raw and packaging materials as well as finished goods. Wild's customers are sensitive to this and therefore the principal markets that Wild generally operates in are within 1-day shipping of its facilities. Currently, Wild leases facilities in Baltimore, Maryland, Sacramento, California and Las Vegas, Nevada.

The exception to this is in circumstances where Wild sells aluminum cans to its customers that are shipped to their location directly from the aluminum can manufacturing facility. This is encompassed with the can decorating division.

Wild's expansion into other markets in the United States and internationally will occur via building or buying facilities in new geographies. See "INFORMATION CONCERNING THE RESULTING ISSUER– Available Funds and Principal Purposes".

Research

Wild, through its subsidiaries, works with its customers to fulfill market needs. As such, Wild is constantly conducting research in the following areas: automated manufacturing processes; automated business processes; improving manufacturing machinery to reduce errors and scrap; filling and decorating technologies supporting key customer needs; implementing artificial intelligence broadly across manufacturing and business segments; and utilizing technology to improve customer experience.

The beverage manufacturing industry has undergone little innovation relative to other sectors. This provides Wild an opportunity to be a leader in innovation and develop strategic advantages in servicing middle market customers.

Operations

Wild earns its revenue from contracts with customers for the sale of aluminum cans, decorated packaging materials and/or the provision of beverage can filling services to its customers. Contracts with customers for the sales of decorated packaging and / or filled cans are recognized when control of the manufactured product is transferred to the customer, which is generally at the completion of production.

Wild provides storage to the customer in situations where the customer provides raw materials or requires storage of the finished product outside of a certain time frame. These storage services are a separate performance and fees charged for this service are recognized in revenue as the storage service is provided to the customer.

The operating segments of Wild are based on the reports which are reviewed by the chief executive officer, in making strategic resource allocation decisions. Wild has identified 3 operating segments:

- Can filling
- Can decorating
- Corporate

Can Filling

This reporting segment typically operates pursuant to the following process:

1. The customer provides its formula and specifications to Wild;

2. The customer ships its raw and packaging materials to Wild's facility;

3. Wild blends the customer's raw materials in accordance with its formula to create the beverage;

4. Wild processes the beverage through its manufacturing process in accordance with the customer's specifications to fill and seal an aluminum can;

5. Wild processes the sealed can through its manufacturing process in accordance with the customer's specifications to package the sealed can; and

6. The customer ships the finished goods from Wild's facility to their end destination.

The can filling segment utilizes a moderate number of components as most are provided by the customers. The major components, their price elasticity[2] and vendor concentration[3] include:

- film / inelastic / non-concentrated;
- glue / inelastic / non-concentrated;
- ink / inelastic / non-concentrated;
- pallets / inelastic / non-concentrated; and
- manufacturing equipment / inelastic / concentrated.

Can Decorating

This reporting segment typically operates pursuant to the following processes:

1. The customer provides its artwork and aluminum can specifications to Wild;

2. Wild reviews the artwork and has the artwork printed onto a label or heat-shrink sleeve;

3. Wild receives the labels or heat-shrink sleeve from the printer;

4. Wild processes the label or heat-shrink sleeve through its manufacturing process in accordance with the customer's specification to apply the label or heat-shrink sleeve to an aluminum can;

5. Wild processes the decorated aluminum cans through its manufacturing process in accordance with the customer's specifications to package the decorated can; and

6. The customer ships the finished goods from Wild's facility to their end destination.

Decorating utilizes the most components. The major components, their price elasticity and vendor concentration include:

[2] No material increase in price during periods of increased demand.

[3] Components are concentrated if the Company purchases them from two or less vendors.

- aluminum cans / slightly elastic / concentrated;
- aluminum ends / slightly elastic / concentrated;
- digitally printed sleeves / inelastic / concentrated;
- flexo printed sleeves / inelastic / concentrated;
- film / inelastic / non-concentrated;
- glue / inelastic / non-concentrated;
- ink / inelastic / non-concentrated;
- pallets / inelastic / non-concentrated; and
- manufacturing equipment / inelastic / concentrated.

In situations where blank aluminum cans are sold directly to customers from the manufacturer, the following process is generally followed:

1. The customer provides request a specific quantity of aluminum cans for a specification;
2. Wild sells the customer the requested aluminum cans; and
3. The aluminum cans are shipped to the customer directly from the manufacturer or from the inventory that Wild holds at its facilities.

If the aluminum cans are printed, the sale typically operates pursuant to the following process:

1. The customer provides its artwork and aluminum can specifications to Wild;
2. Wild undertakes a proofing process with an aluminum can manufacturer;
3. The aluminum can manufacturer makes the aluminum can and prints the customer's artwork directly onto the aluminum can; and
4. The aluminum cans are shipped to the customer directly from the manufacturer.

Corporate

This reporting segment covers Wild's non-allocated, general overhead expenses, such as legal, compliance, accounting, head-office staff, and other such items. This reporting segment is reviewed for cost control and budgetary considerations. This segment supports the company's ability to expand through either acquisition of or building new locations.

Market

The North American beverage packaging market size was $30 billion in 2020 and is estimated to grow at a 4.31% CAGR through to 2025.[4] This growth is occurring in parallel to the 21.8% CAGR of the ready to drink market.[5] A

[4] North America Beverage Packaging Market By Type (Bottle, Can, Pouch, Carton), Material (Glass, Plastic, Metal, Paperboard), Application (Alcoholic, Non-Alcoholic, Dairy), And By Country (US, Canada and Rest of North America) - Growth, Size, Share, Trends, and Forecasts (2020-2025).

[5] IWRS Drinks Market Analysis, November 11, 2020.

large portion of this growth is occurring in the filled aluminum can segment of the market which has seen unprecedented growth with projections seeing demand exceeding supply until 2025-26.[6]

Wild is poised to grow with this trend by isolating its services into the aluminum beverage can format and servicing ready to drink beverage brands. The ready to drink category is broken down into 33% non-alcohol and 67% alcohol which Wild's customer breakdown closely tracks at 30% and 70%, respectively.[7] This has largely been the effect of the seltzer markets 165% year-over-year growth from 2019 to 2020.[8]

The "go green" movement also supports the trend moving in favour of Wild's business as aluminum is recycled the most and has the most recyclable content of any beverage format.[9] It also has the smallest impact on greenhouse gas emissions of the beverage formats.[10]

Marketing Plan and Strategies

Due to the market generally being undersupplied with capacity relative to demand, Wild has not undertaken any material marketing efforts.

It intends to begin a modest program aimed at search engine optimization and digital marketing focused on beverage brands social media.

Competitive Conditions

Due to the market generally being undersupplied with capacity relative to demand, Wild infrequently competes with other providers, as well as with fillers, beverage processors and packers, some of which operate for their own use and for the sale of others. If it does, Wild typically only competes in one of the three operating segments as most competitors isolate their business and only provide one service.

Wild's competitive advantage is two-fold. Firstly, it is more vertically integrated than its competitors which decreases the vendors that a customer must work with thereby reducing shipping costs. Secondly, Wild operates in multiple states which broadens the 1-day shipping radius around its facilities. This allows customers to produce their products closer to end distribution locations in a national distribution strategy and thereby reducing shipping cost.

Components

Can Filling

The filling segment utilizes a moderate number of components as most are provided by the customers. The major components, their price elasticity and vendor concentration include:

- film / inelastic / non-concentrated;
- glue / inelastic / non-concentrated;
- ink / inelastic / non-concentrated;
- pallets / inelastic / non-concentrated; and
- manufacturing equipment / inelastic / concentrated.

[6] Aluminum Cans Sold Out for Another 2-3 Years, According to Credit Suisse, Bevnet (November/December 2020).
[7] IWRS Drinks Market Analysis, November 11, 2020.
[8] Bank of America's Deeper Look: Beverage scanner trends for the period 12/26/20 published on January 5, 2021.
[9] Analysis of the Energy and Greenhouse Gas Emission Implications of Distributing Refrigerated Beverages (2016).
[10] Analysis of the Energy and Greenhouse Gas Emission Implications of Distributing Refrigerated Beverages (2016).

Can Decorating

The decorating segment utilizes the most components. The major components, their price elasticity and vendor concentration include:

- aluminum cans / slightly elastic / concentrated;
- aluminum ends / slightly elastic / concentrated;
- digitally printed sleeves / inelastic / concentrated;11
- flexo printed sleeves / inelastic / concentrated;12
- film / inelastic / non-concentrated;
- glue / inelastic / non-concentrated;
- ink / inelastic / non-concentrated;
- pallets / inelastic / non-concentrated; and
- manufacturing equipment / inelastic / concentrated.

Corporate

The corporate segment is composed largely of services (accounting and legal) and employees. No components.

Cycles

None of Wild's business segments are seasonal.

Economic Dependence

None of Wild's business segments are materially economically dependent on any contract.

Changes to Contracts

As a result of increased aluminum cans under contract for 2021 compared to 2020 and the economies of scale derived therefrom, Wild expects that the cost of this input per unit for its decorating and aluminum can brokering services will likely decrease in 2021 compared to 2020.

Environmental Protection

None of Wild's business segments are materially affected by environmental protection requirements.

Employees

As at December 31, 2020, Wild employed 213 people. Wild expects that this number will continue to grow substantially in parallel to the growth of its facility footprint.

[11] Wild intends to limit this risk further by vertically integrating into this segment of its supply chain
[12] *Ibid*

Foreign Operations

Each of Wild's reportable segments, except corporate, depends entirely on operations in the United States of America.

Lending

As of the date hereof, Wild does not conduct any lending operations, nor does it have in place any investment policies and/or investment restrictions.

Significant Acquisitions

Pre-Acquisition Group

Pre-Acquisition Group consists two separate entities: Lucky Clover and CraftPack. Lucky Clover was formed in the state of Virginia on January 13, 2013. CraftPack was formed in the state of Maryland on January 30, 2018. Lucky Clover's and CraftPack's operations consisted of providing small to midsize batch beverage packaging, canning, and co-manufacturing services, including selling cans and other decorating materials to third parties. The business of the Pre-Acquisition Group was under common ownership and management.

On June 25, 2020, Wild acquired substantially all of the assets of Pre-Acquisition Group through its subsidiary Holdings for aggregate consideration of US$2,797,940 consisting of cash payouts on specified dates (debt component), preferred partnership units convertible into common shares (equity component), and an existing investment in Craftpack, as follows. The following table is in USD.

Aggregate consideration	
Forgiveness of existing investment in Craftpack	$200,000
Debt Component (present value)	1,141,929
Equity Component	1,456,011
Debt component (undiscounted cash payouts on the following dates):	
June 1, 2021	424,000
June 25, 2021	150,000
First of the Month (12 payments): June 2021 – May 2022	126,000
June 1, 2022	500,000
	$1,200,000

See "Appendix C- *Audited Consolidated Financial Statements for the nine months ended December 31, 2020 and financial year end March 31, 2020*."

Equity component consists of 1,320,536 class A preferred units ("**Preferred Units**") in Wild Leaf Holdings U.S. LLC (wholly owned subsidiary of Wild), recorded in the equity reserve as at December 31, 2020.

These Preferred units hold an option to exchange the preferred units for shares of common stock in Wild ("**Put Option**"). Preferred unit holders may exercise their Put Option at their discretion, with 30-day written notice, or upon the occurrence of a liquidity event, such as an initial public offering. As consideration for each preferred unit, Wild shall issue a number of shares of Wild common stock equal to the preferred units put, at a ratio of 1 common share for each 1 preferred unit, adjusted for customary share-split and consolidation transactions. The preferred units also have an anti-dilution provision that provides additional shares in the situation of a dilutive issuance. Subsequent to period end, on January 19, 2021, the Put Option was exercised at the option of the preferred unit holders, and Wild issued 1,352,914 common shares, composed of 1,320,563 preferred units held and a 32,378 anti-dilution unit adjustment.

The cash component is recorded as a liability, while the equity components is recorded in the equity reserve as at December 31, 2020.

Prior to the close, the Group provided financing to the Lucky Clover and CraftPack of US$200,000, which was not repayable after the consummation of the transaction, and is included in the transaction price below.

Lucky Clover's and CraftPack's operations are located in Baltimore, Maryland and Sacramento, California.

History

No events that have influenced the general development of the business, other than the Acquisition described above, has occurred in the Company's last three completed financial years.

Selected Financial Information

Annual Information

A summary of selected financial information of Wild for the nine months ended December 31, 2020 and March 31, 2020 is set out below and should be read in conjunction with the Wild Audited Financial Statements attached hereto as Appendix C:

Wildpack Beverage Alberta Inc.	**Period ended December 31, 2020**	**Year ended March 31, 2020**
	(US$)	(US$)
Operations		
Sales	8,169,080	-
Cost of Sales	7,268,308	-
General and administrative	4,170,868	1,026,387
Share-based compensation	65,753	-
Net Loss	3,466,644	1,078,989
Balance Sheet		
Total assets	16,587,423	2,020,306
Total liabilities	14,865,218	627,663
Total equity	1,722,205	1,392,643

Management's Discussion and Analysis

The MD&A for Wild for the financial year ended December 31, 2020 is attached to this Filing Statement as Appendix D. The MD&A for Wild is a review of how Wild performed during the period covered by the Wild Audited Financial Statements and of Wild's financial condition and future prospects. The MD&A complements and supplements the Wild Audited Financial Statements and should be read in conjunction with the Wild Audited Financial Statements and the related notes for the financial year ended December 31, 2020.

Description of Securities

Wild is authorized to issue an unlimited number of class "A" common shares without nominal or par value, an unlimited number of class "B" non-voting common shares without nominal or par value and an unlimited number of preferred shares without nominal or par value. The holders of the Wild Shares are entitled to (i) vote at all meeting of shareholders of Wild, except meeting at which only holders of a specified class of shares are entitled to vote; (ii) subject to the rights to dividends of the holders of preferred shares, to receive any dividend declared by Wild; and (iii) subject to the rights of the holders of preferred shares, to receive the remaining property of Wild on dissolution on a pro rata basis with the holders of the class "B" non-voting common shares. In addition, there are SAFE agreements totaling $3,575,752.80 that will convert into Wild Shares.

Consolidated Capitalization

The following table outlines the capitalization of Wild as at December 31, 2020 and as at the date of the Filing Statement. The table should be read in conjunction with the Wild Audited Financial Statements and with a reference to the material changes as further described beneath the table.

Designation of Security	Amount Authorized	Outstanding as of December 31, 2020	Outstanding as of date of Filing Statement prior to giving effect to the Transaction
Wild Shares	Unlimited	13,014,723	20,336,507(2)
Wild Warrants	N/A	N/A	4,766,344(3)
Wild Compensation Units	N/A	N/A	667,288(3)
Wild RSUs	N/A	18,500	25,536
Wild Options	N/A	1,233,000	1,263,053

Notes:

2. Includes 15,370,183 Wild Shares issued and outstanding prior to completion of the Wild Private Placement and 9,532,687 Wild Shares issued pursuant to the Wild Private Placement and 4,966,323 Wild Shares issued Wild Shareholders having exchanged Wild SAFEs totaling $3,575,752.80.
3. Issued pursuant to the Wild Private Placement.

As of the date of this Filing Statement, Wild has 1,263,053 Wild Options outstanding to acquire Wild Shares. Of these Wild Options, 1,008,000 Wild Options are set to acquire Wild Shares at a price of $0.89 and expire on August 1, 2023; 225,000 Wild Options are set to acquire Wild Shares at a price of $1.5044 which expires on July 25, 2024; and 30,053 Wild Options are set to acquire Wild Shares at a price of $0.90 which expires on August 15, 2022.

As of the date of this Filing Statement, Wild raised gross proceeds of $3,575,752.80 in connection with the private placement of Wild SAFEs. The Agreements allow holders to convert the Wild SAFEs into Wild Shares at a 20% discount to the price of such Wild Shares, under different scenarios as follows:

(a) If there is an equity financing before the expiration or termination of the Wild SAFEs, the Wild SAFEs will irrevocably become (without any further action on the part of either the holder or Wild) convertible into Wild Subscription Receipts. Upon the triggering event, Wild will automatically issue to the holder a number of Wild Shares equal to the purchase amount divided by the conversion price.

(b) If there is a liquidity event before the expiration or termination of the Wild SAFE, the holder will, at its option, either: (i) receive a cash payment equal to the purchase amount or (ii) automatically receive from Wild that number of Wild Shares that is equal to the quotient obtained by dividing the purchase amount by the liquidity price, if the holder fails to select the cash option.

(c) If there is a dissolution event before the SAFE expires or terminates, Wild will pay the holder an amount equal to the purchase amount, due and payable to the holder immediately prior to, or concurrent with, the consummation of the dissolution event. The purchase amount will be paid prior and in preference to any distribution of any of the assets of Wild to holders of outstanding shares by reason of their ownership thereof.

As of the date of this Filing Statement Wild granted a total of 25,536 Wild RSUs pursuant to Wild's Omnibus Plan dated July 29, 2019.

In connection with the Wild Private Placement, on March 31, 2021, Wild issued 7,418,246 Wild Subscription Receipts and 2,114,441 Wild Units.

Each Wild Unit is comprised of 0.30 of one Wild Share and 0.15 of one Wild Warrant. Each whole Wild Warrant will entitle the holder thereof to purchase, subject to adjustment as provided for in the Warrant Certificates, one Wild Share at a price of $1.10 per Wild Share at any time on or before the date which is 24 months after the Escrow Release Conditions, or if a Termination Event occurs, on the date which is 24 months from the Wild Private Placement Date.

The Wild Subscription Receipts are created and issued pursuant to the terms of the Subscription Receipt Agreement between the Subscription Receipt Agent, Wild, PPCC and the Lead Agent, on its own behalf and on behalf of the Agents. Each Wild Subscription Receipt will be automatically converted, without payment of additional consideration or further action by the holder thereof, into one Wild Unit, subject to adjustment in certain events, immediately prior to the completion of the Transaction upon the satisfaction or waiver of certain Escrow Release Conditions at or before 5:00 p.m. (Toronto time) on the Escrow Release Deadline.

Upon closing of the Wild Private Placement, Wild issued 667,288 Wild Compensation Units which entitle the holder thereof to purchase, subject to adjustment, one Wild Unit at a price of $0.90 per share at any time on or before the date which is 24 months after the date the Escrow Release Conditions are satisfied, or if a Termination Event occurs, on the date which is 24 months from the Wild Private Placement Date.

Prior Sales

Excluding the sale of the Wild Subscription Receipts and Wild Units pursuant to the Wild Private Placement, during the 12 month period before the date of this Filing Statement, Wild has issued the following securities:

Date of Issue	Price per security	Type of security	Number of Securities
July 2, 2020(1)	$1.5044	Wild Shares	909,091
July 25, 2020(2)	Nominal	Wild Options	225,000
January 11, 2021(3)	$0.72	Wild SAFEs(5)	2,608,847
January 12, 2021(4)	$1.6225	Wild Shares	1,002,546
January 18, 2021	$0.72	Wild SAFEs(5)	1,173,802
January 19, 2021	$2.3553	Wild Shares	1,352,914
February 1, 2021	$0.72	Wild SAFEs(5)	693,056
February 16, 2021	$0.72	Wild SAFEs(5)	490,618

Note:

1. On July 2, 2020, 909,091 Wild Shares were issued to WL Omaha Holdings, LLC, a corporation controlled by Mr. Dwyer.
2. On July 25, 2020, an aggregate of 225,000 Wild Options were granted as follows: 20,000 to Jeffrey Mason; 10,000 to Paul Mann; 10,000 to Sean Clark; 25,000 to Mitch Barnard; 10,000 to Joseph Bubel; 25,000 to Ryan Mason; 25,000 to Thomas Walker; 40,000 to Stephen Fader and 60,000 to WL Omaha Holdings, LLC.
3. On January 11, 2021 an aggregate gross proceeds of $934,250.00 in connection with the Wild SAFEs were issued to Sean Clark, Joseph Bubel, Jeffrey Mason, WL Omaha Holdings, LLC.
4. On January 12, 2021, 1,002,546 Wild Shares were issued to Stephen Fader, through conversion of the SAFE held by The House Finance Corp.
5. The Wild SAFEs allow the holders to convert the Wild SAFEs into Wild Shares at a discount rate of 20% as further set out in the Wild SAFE agreement. See "INFORMATION CONCERNING WILD - Consolidated Capitalization".

Stock Exchange Price

The Wild Shares are not listed for trading on any stock exchange or market.

Executive Compensation

The following disclosure is presented in accordance with Form 51-102F6 - *Statement of Executive Compensation*.

For the nine month period ended December 31, 2020, the Named Executive Officers of Wild were the following:

- Mitch Barnard, Chief Revenue Officer (CRO);
- Ryan Mason, Chief Financial Officer (CFO);

- Stephen Fader, Chief Executive Officer (CEO); and
- Thomas Walker, Chief Operating Officer (COO).

Compensation Discussion and Analysis

Compensation Governance

The Wild Board is responsible for determining the compensation for the Named Executive Officers. The Wild Board ensures that total compensation paid to the Named Executive Officers is fair, reasonable and consistent with Wild's compensation philosophy.

Philosophy and Objectives

Wild's compensation philosophy and objective is to provide competitive compensation to attract, retain and motivate qualified and experienced executives in order for Wild to achieve its strategic plan and budgets and to act in the interests of Wild by being financially responsible. Achievement of these objectives is expected to contribute to an increase in shareholder value of Wild.

Peer Group

The Wild Board established a quantifiable criteria during the periods ended March 31, 2020 with respect to base compensation payable, bonuses, director fees or the amount of equity compensation granted to Named Executive Officers or directors and benchmarked against a peer group of companies.

Elements of Executive Compensation

Executive officers of Wild receive both fixed compensation and performance-based variable incentive compensation. Total compensation of executive officers of Wild is comprised of base salary and long-term incentives in the form of incentive stock options. The allocation of total compensation to these different elements is not based on a formula but is intended generally to reflect market practices and realities as well as the Wild Board's discretionary assessment of an executive officer's past contribution and ability to contribute to future short and long-term business results. The Wild Board annually reviews the total compensation package of each of the executive officers of Wild on an individual basis against the backdrop of the compensation goals and objectives described above.

Wild provides executive officers with base salaries that represent a fixed element of compensation and their minimum compensation for services rendered, or expected to be rendered. The base salary of executive officers depends on the scope of their experience, responsibilities, leadership skills, performance, length of service, general industry trends and practices, competitiveness and Wild's existing financial resources. Base salaries are determined annually by the Wild Board.

Long-term incentive compensation is provided through the granting of individual option grants. Equity incentive awards are designed to motivate executives to achieve long-term sustainable business results, align their interest with those of shareholders and to attract and retain executives. Awards are made based on a variety of factors, such as the need to attract or retain key individuals, competitive market conditions and internal equity. Previous grants are taken into account when considering new grants.

Risks

The Wild Board recognizes that certain elements of compensation could promote unintended inappropriate or excessive risk-taking behaviours; however, Wild seeks to ensure that executive compensation packages appropriately balance short-term incentives, in the form of base salaries, and long-term incentives, in the form of option-based awards. As a result of the factors discussed above, the Wild Board does not believe that its compensation policies and practices are reasonably likely to have a material adverse effect on Wild.

Named Executive Officers and directors of Wild are not permitted to purchase financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the Named Executive Officer or director.

Stock Option Plan

Wild has adopted an omnibus incentive plan, the full text of which is attached as Appendix G hereto.

The Wild Board has adopted the Wild Omnibus Plan under which Awards may be granted to key directors, executive officers, employees and consultants. The Wild Omnibus Plan is administered and interpreted by the Board of Wild, which has the authority and discretion to amend or revise the Wild Omnibus Plan from time to time, provided that no such suspension, termination, amendment or revision shall not adversely alter or impair the rights of any participants of the Wild Omnibus Plan.

The number of Wild Shares reserved for issuance under the Wild Omnibus Plan shall not exceed ten percent (10%) of the issued and outstanding Wild Shares from time to time. Such options shall be exercisable for a period of up to ten (10) years. In addition, the number of Awards reserved for issuance made to employees and non-employee directors within any one-year period shall not exceed five percent (5%) of the issued and outstanding Wild Shares and the number of Wild Shares reserved for issuance to consultants or employees conducing Investor Relations Activities (as such term is defined by the Exchange) will not exceed two percent (2%) of the issued and outstanding Wild Shares in any twelve (12) month period. The Wild Board determined the price per Wild Share and the number of Wild Shares which may be allotted to each director, executive officer, employee and consultant and all other terms and conditions of the option, subject to the rules of the Exchange. If such participant ceases to be a director, executive officer, employee or consultant of Wild for cause, such holder's options shall terminate automatically and become void immediately. If such participant (i) ceases to be a director, executive officer, employee or consultant of Wild without cause or (ii) resigns from Wild or a subsidiary, then, any unvested Wild Option shall terminate and become void immediately and any vested Wild Option may be exercised by such participant within the earlier of ninety (90) days after the termination date or the expiry date of the Award set forth in the grant agreement. If the employment or service is terminated by death, any vested Wild Option granted to such participant may be exercised by the liquidator, executor or administrator, as the case may be, of the estate of the participant for that number of Wild Shares only which such participant was entitled to acquire under the respective Wild Options on the date of such participant's death, exercisable within six (6) months after the participant's death or prior to the expiration of the original term of the Wild Options whichever occurs earlier. Upon a participant ceases to be a director, executive officer, employee or consultant of Wild by reason of retirement or permanent disability, (i) any unvested Wild Option shall terminate and become void immediately, and (ii) any vested Wild Option will cease to be exercisable on the earlier of the ninety (90) days from the date of retirement or the date on which the participant ceases his or her employment or service relationship with Wild by reason of permanent disability, and the expiry date of the Award set forth in the grant agreement, after which the Wild Option will expire.

Subject to the terms and conditions of the Wild Omnibus Plan, the Board of Wild may grant RSUs and DSUs to participants in such amounts and upon such terms, including in the cause of RSUs and DSUs, the quantity, grant date, vesting conditions, vesting periods, settlement date and other terms and conditions with respect to the awards as the Wild Board shall determine. Further, earned RSUs and DSUs may be paid in the form of a number of Wild Shares, or a cash equivalent or a combination thereof as soon as possible upon confirmation by the Wild Board that the vesting conditions have been met. The applicable restriction period in respect of a particular RSU shall be determined by the Wild Board but in all cases shall end no later than December 31 of the calendar year which is three years after the calendar year in which the performance of services for which such RSU is granted, occurred.

Upon a participant ceasing to be an eligible participant for cause or as a result of his or her resignation from Wild or a subsidiary, the participant’s participation in the Wild Omnibus Plan shall be terminated immediately, all RSUs and DSUs credited to such participant’s account that have not vested shall be forfeited and cancelled, and the participant’s rights to Wild Shares or cash equivalent or a combination thereof that relate to such participant’s unvested RSUs and DSUs shall be forfeited and cancelled on the termination date.

Summary Compensation Table

The following table sets forth the compensation paid, payable, awarded granted, given or otherwise provided, directly or indirectly, to each Named Executive Officer of Wild during the financial period ended December 31, 2020 and the financial years ended March 31, 2020 and March 31, 2019. The following table is presented in US Dollars.

Name and principal position	Year/ Period	Salary (US$)	Share-based awards (US$)	Option-based awards (US$)	Non-equity incentive plan compensation ($)		Pension value (US$)	All other compensation (US$)	Total compensation (US$)
					Annual incentive plans	Long-term incentive plans			
Mitch Barnard, CRO[10]	Dec 2020	55,883	-	12,667[1]	-	-	-	-	68,549
	Mar 2020	75,364	-	-[5]	-	-	-	-	75,364
	Mar 2019	45,020	-	-	-	-	-	-	45,020
Stephen Fader, CEO[11]	Dec 2020	63,644	-	20,267 [2]	-	-	-	-	83,911
	Mar 2020	75,364	-	-[6]	-	-	-	-	75,364
	Mar 2019	112,533	-	-	-	-	-	-	112,533
Ryan Mason, CFO[12]	Dec 2020	55,883	-	12,667[3]	-	-	-	-	68,549
	Mar 2020	75,364	-	-[7]	-	-	-	-	75,364
	Mar 2019	45,020	-	-	-	-	-	-	45,020
Thomas Walker, COO	Dec 2020	55,883	-	12,667 [4]	-	-	-	-	68,549
	Mar 2020	75,364	-	-[8]	-	-	-	-	75,364
	Mar 2019	45,020	-	-	-	-	-	-	45,020
Daniel Vass, Former CEO[13]	Dec 2020	-	-	-	-	-	-	-	-
	Mar 2020	69,084	-	-[9]	-	-	-	-	69,084
	Mar 2019	24,117	-	-	-	-	-	-	24,117

Notes:

1. 25,000 options were granted to Mitch Barnard on July 25, 2020, vesting ¼ every 6 months, over 2 years. Options have a 4 year term. A valuation of US$0.51 per option was determined using the Black-Scholes Model.
2. 40,000 options were granted to Stephen Fader on July 25, 2020, vesting ¼ every 6 months, over 2 years. Options have a 4 year term A valuation of US$0.51 per option was determined using the Black-Scholes Model.
3. 25,000 options were granted to Ryan Mason on July 25, 2020, vesting ¼ every 6 months, over 2 years. Options have a 4 year term A valuation of US$0.51 per option was determined using the Black-Scholes Model.
4. 25,000 options were granted to Thomas Walker on July 25, 2020, vesting ¼ every 6 months, over 2 years. Options have a 4 year term A valuation of US$0.51 per option was determined using the Black-Scholes Model.
5. 192,000 options were granted to Mitch Barnard on August 1, 2019 vesting ¼ every 6 months, over 2 years. Options have a 4 year term A valuation of $0 per option was determined using the Black-Scholes Model.
6. 192,000 options were granted to Stephen Fader on August 1, 2019 vesting ¼ every 6 months, over 2 years. Options have a 4 year term A valuation of $0 per option was determined using the Black-Scholes Model.
7. 192,000 options were granted to Ryan Mason on August 1, 2019, vesting ¼ every 6 months, over 2 years. Options have a 4 year term A valuation of $0 per option was determined using the Black-Scholes Model.
8. 192,000 options were granted to Thomas Walker on August 1, 2019, vesting ¼ every 6 months, over 2 years. Options have a 4 year term A valuation of $0 per option was determined using the Black-Scholes Model.
9. 192,000 options were granted to Daniel Vass on July 29, 2019, vesting ¼ every 6 months, over 2 years. Options have a 4 year term A valuation of $0 per option was determined using the Black-Scholes Model. Daniel Vass resigned April 7, 2020, and these options expired July 6, 2020 unexercised.
10. On February 16, 2021 Mitch Barnard was appointed as CEO and director of Wild.
11. On February 16, 2021 Stephen Fader was appointed as CXO and director of Wild.
12. On February 16, 2021 Ryan Mason resigned as director of Wild.
13. On April 7, 2020 Daniel Vass resigned as CEO and director of Wild..

Outstanding Share-based Awards and Option-based Awards

The following table provides a summary of all outstanding share-based awards and option-based awards held by each of the Named Executive Officers as at December 31, 2020. The following table is presented in US Dollars.

	Option-Based Awards				Share-based Awards		
Name	**Number of securities underlying unexercised options (#)**	**Option exercise price (US$)(5)**	**Option expiration date**	**Value of unexercised in-the-money options (US$)(6)**	**Number of shares or units of shares that have not vested (#)(1)**	**Market or payout value of share-based awards that have not vested (US$)**	**Market or payout value of vested share-based awards not paid out or distributed (US$)**
Mitch Barnard, CRO(2)	192,000 25,000	0.67 1.12	August 1, 2023 July 25, 2024	353,775	-	-	-
Stephen Fader, CEO(3)	192,000 40,000	0.67 1.12	August 1, 2023 July 25, 2024	372,257	-	-	-
Ryan Mason, CFO(4)	192,000 25,000	0.67 1.12	August 1, 2023 July 25, 2024	353,775	-	-	-
Thomas Walker, COO	192,000 25,000	0.67 1.12	August 1, 2023 July 25, 2024	353,775	-	-	-

Notes:

1. ¼ vest every 6 months from date of issuance.
2. On February 16, 2021 Mitch Barnard was appointed as CEO and director of Wild.
3. On February 16, 2021 Stephen Fader was appointed as CXO and director of Wild.
4. On February 16, 2021 Ryan Mason resigned as director of Wild.
5. Option exercise prices have been converted from Canadian to US dollars at the spot rate on the respective grant date. Option exercise prices of $0.89 (US$0.67) and $1.5044 (US$1.12).
6. Value of unexercised in-the-money option calculated using the market price of $2.99 (US$2.35) per share, reflecting the market price of the Subscription Receipts, adjusted for the Exchange Ratio, converted to US at the December 31, 2020 spot rate.

Incentive Plan Awards – Value Vested or Earned During the Nine Months Ended December 31, 2020

The following table is presented in US Dollars.

Name	**Option-based awards - Value vested during the year (US$)**	**Share-based awards – Value vested during the year (US$)**	**Non-equity incentive plan compensation – Value earned during the year (US$)**
Mitch Barnard, CRO(1)	80,743	-	-
Stephen Fader, CEO(2)	80,743	-	-

Ryan Mason, CFO(3)	80,743	-	-
Thomas Walker, COO	80,743	-	-

Notes:

1. On February 16, 2021 Mitch Barnard was appointed as CEO and director of Wild.
2. On February 16, 2021 Stephen Fader was appointed as CXO and director of Wild.
3. On February 16, 2021 Ryan Mason resigned as director of Wild.
4. Options vested during the period calculated using the market price of $2.99 (US$2.35) per share, reflecting the market price of the Subscription Receipts, adjusted for the Exchange Ratio, converted to US at the December 31, 2020 spot rate.

Pension Plan Benefits

Wild does not provide a pension to its directors or Named Executive Officers.

Termination and Change of Control Benefits

Pursuant to the proposed amended and restated executive employment agreement between Wild and each of the Named Executive Officers, being Barnard, Mason, Fader and Walker, each of the Named Executive Officers will be entitled to annual remuneration of $200,000. Pursuant to the terms of the proposed amended and restated executive employment agreement, in the event that Wild terminates any of the Named Executive Officers, without cause, such Named Executive Officer(s) will be entitled to amount equal to one year of the then-applicable base salary plus the cash bonus achievable in that year. In the event any of the Named Executive Officers is terminated without cause within one hundred eighty (180) calendar days after a change of control occurs or by such Named Executive Office(s) for good reason one hundred eighty (180) days after a change of control occurs, such Named Executive Officer(s) shall be entitled to an amount equal to one times their annual base salary (plus an amount equal to the cash bonus achievable in that year) payable in one lump sum less any required statutory deductions and withholdings and such Named Executive Officer(s) shall become fully vested in respect of all awards and such awards shall remain exercisable for the lesser of six months after the date that termination notice is served by Wild or on the date that the Name Executive Officer(s) serves for good reason, and the period ending on the original expiry date of such award(s).

Director Compensation

Director Compensation Table

The following table sets forth the compensation paid, payable, awarded granted, given or otherwise provided, directly or indirectly, to each director of Wild during the nine month period ended December 31, 2020 and the years ended March 31, 2020 and March 31, 2019. The following table is presented in US Dollars.

Name	Year	Salary (US$)	Share-based awards (US$)	Option-based awards (US$)	Non-equity incentive plan compensation (US$)		Pension value (US$)	All other compensation (US$)	Total compensation (US$)
					Annual incentive plans	Long-term incentive plans			
Mitch Barnard(13)	Dec 2020	55,883	-	12,667	-	-	-	-	68,549
	Mar 2020	75,364	-	-	-	-	-	-	75,364
	Mar 2019	45,020	-	-	-	-	-	-	45,020
Stephen Fader(1)	Dec 2020	63,644	-	20,267	-	-	-	-	83,911
	Mar 2020	75,364	-	-	-	-	-	-	75,364
	Mar 2019	112,533	-	-	-	-	-	-	112,533
Ryan Mason(2)	Dec 2020	55,883	-	12,667	-	-	-	-	68,549
	Mar 2020	75,364	-	-	-	-	-	-	75,364
	Mar 2019	45,020	-	-	-	-	-	-	45,020

Jeffrey Mason(4),(9)	Dec 2020	-	-	10,133	-	-	-	-	10,133
	Mar 2020	-	-	-	-	-	-	-	-
	Mar 2019	-	-	-	-	-	-	-	-
Sean Clark(5),(10)	Dec 2020	-	-	5,067	-	-	-	-	5,067
	Mar 2020	-	-	-	-	-	-	-	-
	Mar 2019	-	-	-	-	-	-	-	-
Paul Mann(6),(11)	Dec 2020	-	-	5,067	-	-	-	-	5,067
	Mar 2020	-	-	-	-	-	-	-	-
	Mar 2019	-	-	-	-	-	-	-	-
Joseph Bubel(7),(12)	Dec 2020	-	-	5,067	-	-	-	-	5,067
	Mar 2020	-	-	-	-	-	-	-	-
	Mar 2019	-	-	-	-	-	-	-	-
Matthew Dwyer(8)	Dec 2020	-	-	30,400	-	-	-	-	30,400
	Mar 2020	-	-	-	-	-	-	-	-
	Mar 2019	-	-	-	-	-	-	-	-
Daniel Vass(3)	Dec 2020	-	-	-	-	-	-	-	-
	Mar 2020	69,084	-	-	-	-	-	-	69,084
	Mar 2019	24,117	-	-	-	-	-	-	24,117

Notes:

1. Stephen Fader did not receive any compensation for board participation.
2. Ryan Mason did not receive any compensation for board participation. Ryan Mason resigned as director on February 16, 2021.
3. Daniel Vass did not receive any compensation for board participation. Daniel Vass was appointed as director and CEO of Wild on August 13, 2019 and resigned as director and CEO of Wild on April 7, 2020.
4. 20,000 options were granted to Jeffrey Mason on July 25, 2020, vesting ¼ every 6 months, over 2 years. A valuation of US$0.51 per option was determined using the Black-Scholes Model.
5. 10,000 options were granted to Sean Clark on July 25, 2020, vesting ¼ every 6 months, over 2 years. A valuation of US$0.51 per option was determined using the Black-Scholes Model.
6. 10,000 options were granted to Paul Mann on July 25, 2020, vesting ¼ every 6 months, over 2 years. A valuation of US$0.51 per option was determined using the Black-Scholes Model.
7. 10,000 options were granted to Joseph Bubel on July 25, 2020, vesting ¼ every 6 months, over 2 years. A valuation of US$0.51 per option was determined using the Black-Scholes Model.
8. 10,000 options were granted to WL Omaha LLC for the services of Matthew Dwyer on July 25, 2020, vesting ¼ every 6 months, over 2 years. A valuation of US$0.51 per option was determined using the Black-Scholes Model.
9. 60,000 options were granted to Jeffrey Mason on July 29, 2019, vesting ¼ every 6 months, over 2 years. A valuation of $0 per option was determined using the Black-Scholes Model.
10. 60,000 options were granted to Sean Clark on July 29, 2019, vesting ¼ every 6 months, over 2 years. A valuation of $0 per option was determined using the Black-Scholes Model.
11. 60,000 options were granted to Paul Mann on July 29, 2019, vesting ¼ every 6 months, over 2 years. A valuation of $0 per option was determined using the Black-Scholes Model.
12. 60,000 options were granted to Joseph Bubel on July 29, 2019, vesting ¼ every 6 months, over 2 years. A valuation of $0 per option was determined using the Black-Scholes Model.
13. Mitch Barnard was appointed as director on August 13, 2019, resigned on July 2, 2020 and was reappointed on February 16, 2021. Mitch Barnard did not receive any compensation for board participation.

Outstanding Share-based Awards and Option-based Awards

The following table provides a summary of all outstanding share-based awards and option-based awards held by each of the directors of Wild at December 31, 2020.

	Option-Based Awards				Share-based Awards		
Name	**Number of securities underlying unexercised options (#)**	**Option exercise price (US$)**	**Option expiration date**	**Value of unexercised in-the-money options (US$)**	**Number of shares or units of shares that have not vested (#)**	**Market or payout value of share-based awards that have not vested (US$)**	**Market or payout value of vested share-based awards not paid out or distributed (US$)**

	Option-Based Awards				Share-based Awards		
Stephen Fader, CEO and Director[10]	192,000 40,000	0.67 1.12	August 1, 2023 July 25, 2024	372,257	-	-	-
Ryan Mason, CFO and Director[11]	192,000 25,000	0.67 1.12	August 1, 2023 July 25, 2024	353,775	-	-	-
Jeffrey Mason, Director, Chair[1],[6]	60,000 20,000	0.67 1.12	August 1, 2023 July 25, 2024	125,572	-	-	-
Sean Clark, Director[2],[7]	60,000 10,000	0.67 1.12	August 1, 2023 July 25, 2024	113,250	-	-	-
Paul Mann, Director[3],[8]	60,000 10,000	0.67 1.12	August 1, 2023 July 25, 2024	113,250	-	-	-
Joseph Bubel, Director[4],[9]	60,000 10,000	0.67 1.12	August 1, 2023 July 25, 2024	113,250	-	-	-
Matthew Dwyer, Director[5]	60,000	1.12	July 25, 2024	73,929	-	-	-

Notes:

1. 20,000 options were granted to Jeffrey Mason on July 25, 2020, vesting ¼ every 6 months, over 2 years. A valuation of US$0.51 per option was determined using the Black-Scholes Model.
2. 10,000 options were granted to Sean Clark on July 25, 2020, vesting ¼ every 6 months, over 2 years. A valuation of US$0.51 per option was determined using the Black-Scholes Model.
3. 10,000 options were granted to Paul Mann on July 25, 2020, vesting ¼ every 6 months, over 2 years. A valuation of US$0.51 per option was determined using the Black-Scholes Model.
4. 10,000 options were granted to Joseph Bubel on July 25, 2020, vesting ¼ every 6 months, over 2 years. A valuation of US$0.51 per option was determined using the Black-Scholes Model.
5. 10,000 options were granted to WL Omaha LLC for the services of Matthew Dwyer on July 25, 2020, vesting ¼ every 6 months, over 2 years. A valuation of US$0.51 per option was determined using the Black-Scholes Model.
6. 60,000 options were granted to Jeffrey Mason on July 29, 2019, vesting ¼ every 6 months, over 2 years. A valuation of US$0 per option was determined using the Black-Scholes Model.
7. 60,000 options were granted to Sean Clark on July 29, 2019, vesting ¼ every 6 months, over 2 years. A valuation of US$0 per option was determined using the Black-Scholes Model.
8. 60,000 options were granted to Paul Mann on July 29, 2019, vesting ¼ every 6 months, over 2 years. A valuation of US$0 per option was determined using the Black-Scholes Model.
9. 60,000 options were granted to Joseph Bubel on July 29, 2019, vesting ¼ every 6 months, over 2 years. A valuation of US$0 per option was determined using the Black-Scholes Model.
10. On February 16, 2021 Stephen Fader was appointed as CXO and director of Wild.
11. On February 16, 2021 Ryan Mason resigned as director of Wild.

Incentive Plan Awards – Value Vested or Earned During the Year

No option-based awards or share-based awards value vested during the financial year ended December 31, 2018 and no non-equity incentive plan compensation was earned during the financial year ended December 31, 2018 for any director of Wild.

Management Contracts

Wild is not party to any agreement whereby management functions of Wild are to any substantial degree performed by a person other than the directors or executive officers of Wild.

Non-Arm's Length Party Transactions

None of the directors, officers or shareholders of Wild have had a material interest, direct or indirect, in any transactions in which Wild has participated within the five-year period prior to the date of this Filing Statement.

Legal Proceedings

There are no legal proceedings material to Wild to which Wild or a subsidiary of Wild is a party or of which any of their respective property is the subject matter. Additionally, to the reasonable knowledge of the management of Wild, there are no such proceedings contemplated.

Material Contracts

The following material contracts have been entered into by Wild within the two years before the date of this Filing Statement:

(a) the Business Combination Agreement;

(b) the Agency Agreement;

(c) the Subscription Receipt Agreement;

(d) Warrant Indenture;

(e) the Credit Agreement between Holdings and Fulton Bank, N.A. dated June 25, 2020 between Holdings and Fulton Bank, N.A.;

(f) the CSC Leasing Co. Master Lease Agreement dated September 28, 2020 between CSC Leasing Co. and Holdings;

(g) the Master Lease and Financing Agreement Schedule dated February 8, 2021 between Hewlett-Packard Financial Services Company and Holdings;

(h) the Multi-Tenant Industrial Triple Net Lease dated June 30, 2020 between Icon Owner Pool 1 SF Non-Business Parks, LLC and Holdings; and

(i) the Air Commercial Real Estate Association Standard Industrial/Commercial Single-Tenant Lease dated September 30, 2020 between GBS Two Limited Partnership and Wild Leaf Group Nevada Inc.

Copies of these contracts may be inspected without charge during regular business hours at 350 - 7th Avenue SW, Suite 3400, Calgary, Alberta, T2P 3N9 until the closing of the Transaction and for a period of 30 days thereafter.

THE PROPOSED TRANSACTION

Business Combination Agreement

On March 30, 2021, PPCC and Wild entered into the Business Combination Agreement providing for the Transaction. Completion of the Transaction is subject to satisfaction of a number of conditions precedent, including, but not limited to, receipt of the approval of the Exchange, the requisite approval of the Wild Shareholders of the Amalgamation and the requisite approval of the PPCC Shareholders of the Consolidation, the Name Change and the Wild Director Appointments. The Business Combination Agreement may be terminated: (i) by mutual agreement in writing by the parties; (ii) in the event that the Effective Date has not occurred by June 30, 2021, unless the failure to complete the Transaction by such date is the result, directly or indirectly, of a breach of the Business Combination Agreement by the party seeking to terminate the Business Combination Agreement; or (iii) if either Wild or PPCC fails to meet any conditions precedent as set forth in the Business Combination Agreement at any time prior to the Effective Date. A copy of the Business Combination Agreement has been filed on SEDAR at www.sedar.com. The summary of the Business Combination Agreement contained in this Filing Statement is qualified in its entirety by reference to the full version of the Business Combination Agreement.

Wild Private Placement

On March 31, 2021, Wild completed the Wild Private Placement. The Wild Private Placement consisted of the sale by Wild of 7,418,246 Wild Subscription Receipts and 2,114,441 Wild Units through the Agents at a price of $0.90 per Wild Subscription Receipt or Wild Unit, as the case may be, for gross proceeds of approximately $8,579,418.30.

Each Wild Unit is comprised of 0.30 of one Wild Share and 0.15 of one Wild Warrant. Each whole Wild Warrant will entitle the holder thereof to purchase, subject to adjustment as provided for in the Warrant Certificates, one Wild Share at a price of $1.10 per Wild Share at any time on or before the date which is 24 months after the Escrow Release Conditions, or if a Termination Event occurs, on the date which is 24 months from the Wild Private Placement Date.

The Wild Subscription Receipts are created and issued pursuant to the terms of the Subscription Receipt Agreement between the Subscription Receipt Agent, Wild, PPCC and the Lead Agent, on its own behalf and on behalf of the Agents. Each Wild Subscription Receipt will be automatically converted, without payment of additional consideration or further action by the holder thereof, into one Wild Unit, subject to adjustment in certain events, immediately prior to the completion of the Transaction upon the satisfaction or waiver of certain Escrow Release Conditions at or before 5:00 p.m. (Toronto time) on the Escrow Release Deadline.

A portion of the gross proceeds of the Wild Private Placement, being the Escrowed Funds, are being held in escrow by the Subscription Receipt Agent in accordance with the Subscription Receipt Agreement and will be released to Wild upon the satisfaction of the Escrow Release Conditions, provided that the Escrow Release Conditions are satisfied at or prior to the Escrow Release Deadline.

Subject to certain assumptions discussed below under the heading "*The Proposed Transaction – Amalgamation*", the Wild Shares and the Wild Warrants comprising the Wild Units will be exchanged for PPCC Consolidated Shares and PPCC Replacement Warrants, respectively, in accordance with the terms of the Amalgamation.

In consideration for their services in connection with the Wild Private Placement, Wild paid the Agents a cash commission equal to 7.0% of the aggregate gross proceeds from the sale of the Wild Subscription Receipts and Wild Units, 50% of which commission was paid on the Wild Private Placement Date and the remaining 50% of which commission was deposited in escrow. As additional consideration for the services of the Agents, the Agents were granted Wild Compensation Units equal to 7.0% of the aggregate number of Wild Subscription Receipts and Wild Units issued. Each Wild Compensation Unit is exercisable to acquire one Wild Unit at a price of $0.90 per Wild Unit for a period of 24 months after the Escrow Release Conditions are satisfied, or if a Termination Event (occurs, on the date which is 24 months from the Wild Private Placement Date. The Wild Compensation Units will be exchanged for an equivalent number of PPCC Replacement Compensation Units pursuant to, and on completion of, the Transaction.

Pursuant to terms of the Agency Agreement, certain officers, directors and Significant Shareholders entered into the Wild Private Placement Lock-Up Agreements pursuant to which such officers and directors agreed not to dispose of their PPCC Consolidated Shares for a period of 180 days after the date on which the Escrow Release Conditions are satisfied and the Escrowed Funds are released by the Subscription Receipt Agent unless they first obtain the written consent of the Agents or there occurs a take-over bid or similar transaction involving a change of control of the Resulting Issuer after completion of the Amalgamation.

PPCC Shareholders' Meeting

Pursuant to the Business Combination Agreement, PPCC is expected to hold the PPCC Shareholders' Meeting on April 29, 2021 for the purpose of, among other things, approving (i) the Consolidation, (ii) the Name Change; (iii) the Change of Auditors; (iv) approval of the Wild Omnibus Plan; and (v) the Wild Director Appointments.

Amalgamation

Pursuant to the Business Combination Agreement, PPCC and Wild will, together with Subco, enter into the Amalgamation Agreement. Pursuant to the Amalgamation Agreement, among other things, it is expected that at the Effective Time the following will occur without further act or formality:

(i) Wild and Subco will amalgamate and continue as Amalco;

(ii) each Wild Share outstanding immediately prior to the Effective Time held by a Dissenting Wild Shareholder will become an entitlement to be paid the fair value of such share;

(iii) in accordance with their terms, each Wild SAFE shall be automatically converted into Wild Shares;

(iv) each Wild Share (other than those held by Dissenting Wild Shareholders) outstanding immediately prior to the Effective Time shall be cancelled and, in consideration therefor, the holder of such Wild Share shall receive (subject to Section 2.1(l) of the Business Combination Agreement regarding fractional shares) such number of fully paid and non-assessable PPCC Consolidated Shares issued by PPCC as is equal to the Exchange Ratio;

(v) each Subco Share outstanding immediately prior to the Effective Time shall be cancelled and, in consideration therefor, Amalco shall issue one Amalco Share to PPCC;

(vi) each Wild Option outstanding immediately prior to the Effective Time shall be cancelled and, in consideration therefor, the holder of such Wild Option shall receive (subject to Section 2.1(l) of the Business Combination Agreement regarding fractional options) such number of PPCC Replacement Options issued by PPCC as is equal to the Exchange Ratio;

(vii) each Wild Warrant outstanding immediately prior to the Effective Time shall be cancelled and, in consideration therefor, the holder of such Wild Warrant shall receive (subject to Section 2.1(l) of the Business Combination Agreement regarding fractional warrants) such number of PPCC Replacement Warrants issued by PPCC as is equal to the Exchange Ratio;

(viii) each Wild Compensation Unit outstanding immediately prior to the Effective Time shall be cancelled and, in consideration therefor, the holder of such Wild Compensation Unit shall receive (subject to Section 2.1(l) of the Business Combination Agreement regarding fractional warrants) such number of PPCC Replacement Compensation Unit issued by PPCC;

(ix) each Wild RSU outstanding immediately prior to the Effective Time shall be cancelled and, in consideration therefor, the holder of such Wild RSU shall receive (subject to Section 2.1(l) of the Business Combination Agreement regarding fractional restricted share units) such number of PPCC Replacement RSU issued by PPCC as is equal to the Exchange Ratio;

(x) the property of each of Subco and Wild shall continue to be the property of Amalco and Amalco shall continue to be liable for the obligations of each of Subco and Wild; and

(xi) Amalco will be a direct wholly-owned subsidiary of PPCC.

Following the Effective Time, if the aggregate number of PPCC Shares, PPCC Replacement Options, PPCC Replacement Warrants, PPCC Replacement Compensation Units, or PPCC Replacement RSUs to which a former Wild Shareholder, a former Wild Optionholder, a former Wild Warrantholder, a former Wild Compensation Unitholder or a former Wild RSU holder, respectively, would otherwise be entitled pursuant to the Amalgamation is not a whole number, then the number of PPCC Shares, PPCC Replacement Options, PPCC Replacement Warrants, PPCC Compensation Units, or PPCC Replacement RSUs, as the case may be, shall be rounded down to the next whole number and no compensation will be paid to the former Wild securityholder in respect of such fractional PPCC Consolidated Share, PPCC Replacement Option, PPCC Replacement Warrant, PPCC Replacement Compensation Unit, or PPCC Replacement RSU.

Based on the foregoing and the number of Wild Shares and securities convertible into Wild Shares currently outstanding or anticipated to be outstanding immediately prior to the Amalgamation and assuming the Escrow Release Conditions are satisfied at or prior to the Escrow Release Deadline, pursuant to the terms of the Amalgamation Agreement:

(i) 51,114,284 PPCC Consolidated Shares are expected to be issued to the Wild Shareholders in exchange for 15,370,183 Wild Shares, being the Wild Shares issued and outstanding as of the date hereof;

(ii) 4,966,323 PPCC Consolidated Shares are expected to be issued to Wild Shareholders having exchanged Wild SAFEs totaling $3,575,752.80 for an aggregate 4,966,323 Wild Shares, being the exchange of all of the Wild SAFEs expected to be issued and outstanding immediately prior to the Amalgamation;

(iii) 9,532,687 PPCC Consolidated Shares are expected to be issued to investors in the Wild Private Placement, in exchange for 2,864,820 Wild Shares, being all of the Wild Shares which are expected to be issued immediately prior to the Amalgamation in connection with the Wild Subscription Receipts and Wild Units;

(iv) 4,202,808 PPCC Replacement Options to purchase 4,202,808 PPCC Consolidated Shares are expected to be issued to the holders of Wild Options in exchange for 1,263,053 Wild Options to purchase 1,263,053 Wild Shares, being all of the Wild Options which are expected to be issued and outstanding immediately prior to the Amalgamation;

(v) 4,766,344 PPCC Replacement Warrants to purchase 4,766,344 PPCC Consolidated Shares are expected to be issued to the investors in the Wild Private Placement, in exchange for 1,432,410 Wild Warrants, being all of the Wild Warrants which are expected to be issued and outstanding immediately prior to the Amalgamation in connection with the Wild Subscription Receipts and Wild Units;

(vi) 667,288 PPCC Replacement Compensation Units to purchase 667,288 PPCC Consolidated Shares and 333,644 PPCC Replacement Warrants are expected to be issued to the holders of Wild Compensation Units in exchange for 667,288 Wild Compensation Units, being all of the Wild Compensation Units which are expected to be issued and outstanding immediately prior to the Amalgamation;

(vii) 84,971 PPCC Replacement RSUs to purchase 84,971 PPCC Consolidated Shares are expected to be issued to the holders of Wild RSUs in exchange for 25,536 being all of the Wild RSUs which are expected to be issued and outstanding immediately prior to the Amalgamation upon the automatic conversion of the Wild RSUs.

After giving effect to the Amalgamation, all PPCC Consolidated Shares shall be referred to herein as "Resulting Issuer Shares".

Conditional Acceptance of the Exchange

PPCC has received conditional acceptance of the Exchange for the completion of the Transaction. Final acceptance of the Exchange is subject to PPCC fulfilling all of the requirements for final acceptance of the Exchange. There can be no assurance that PPCC will be able to satisfy the requirements of the Exchange.

INFORMATION CONCERNING THE RESULTING ISSUER

The following information is presented on a post-Transaction basis and is reflective of the projected business, financial and share capital position of the Resulting Issuer. This section only includes information respecting the Resulting Issuer that is materially different from information provided earlier in this Filing Statement. Following the completion of the Transaction, the Resulting Issuer will carry on the business of Wild. Please see the discussion under the various headings in the sections entitled "INFORMATION CONCERNING PPCC***" and "***INFORMATION CONCERNING WILD***" for additional information regarding PPCC and Wild, respectively. See also the Pro Forma Financial Statements of the Resulting Issuer attached hereto as Appendix F.***

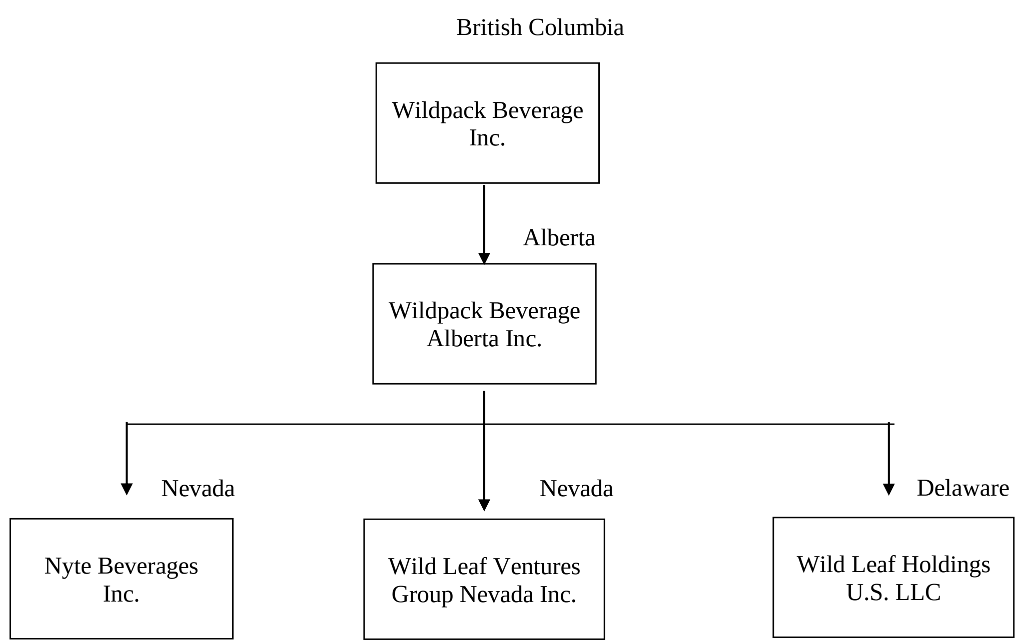
Name and Incorporation

The Resulting Issuer will be continued under the *Business Corporations Act* (British Columbia) and it is expected that its corporate name will be "Wildpack Beverage Inc.", or such other name as is acceptable to the Board, Wild and applicable regulatory authorities. In connection with the Transaction, the articles will be amended to provide for the Consolidation and the Name Change. The Consolidation and the Name Change are expected to be approved by the PPCC Shareholders at the PPCC Shareholders' Meeting on April 29, 2021.

The Resulting Issuer's head and registered office will be at: Suite 2900, 550 Burrard St., Vancouver, BC V6C 0A3

Intercorporate Relationships

After giving effect to the Transaction, the Resulting Issuer's sole direct and wholly-owned subsidiary will be Amalco, which will exist under the laws of the Province of Alberta. The Resulting Issuer will own 100% of the issued and outstanding voting securities of Amalco, which will in turn own 100% of the issued and outstanding voting securities of Nyte Beverages Inc., Wild Leaf Ventures Group Nevada Inc. and Holdings.



Narrative Description of the Business

Following completion of the Transaction, the business of the Resulting Issuer will be the business of Wild. For a description of the business of Wild, refer to the discussion under the headings in the section entitled "INFORMATION CONCERNING WILD – General Development of the Business".

Stated Business Objectives & Milestones

The business objectives that the Resulting Issuer expects to accomplish using the available funds described below under the heading "Available Funds and Principal Purposes" include the following:

1. integration of two additional facilities;
2. scale each facility and division to 24/7 operations; and
3. build up aluminum can inventory to adequately service future requirements.

Description of Securities

Resulting Issuer Shares

The share structure of the Resulting Issuer will be the same as the share structure of PPCC and the rights associated with each Resulting Issuer Share will be the same as the rights associated with each PPCC Consolidated Share. Please see the discussion under the heading "INFORMATION CONCERNING PPCC- Description of Securities".

Following completion of the Transaction, it is anticipated that that the Resulting Issuer will have 66,832,202 Resulting Issuer Shares outstanding, of which 65,643,294 Resulting Issuer Shares, representing approximately 98.22% of the then outstanding Resulting Issuer Shares, will be held by the former Wild Shareholders (including those Wild Shareholders who received their Wild Shares in connection with the Wild Private Placement, of an aggregate of approximately 9,532,687 Resulting Issuer Shares have been issued, representing approximately 14.26% of the Resulting Issuer Shares) and 1,188,908 Resulting Issuer Shares, representing approximately 1.78% of the then outstanding Resulting Issuer Shares, will be held by the current PPCC Shareholders.

Warrants

Following completion of the Transaction, a total of approximately 4,766,344 Resulting Issuer Shares will be reserved for issuance upon the exercise of the 4,766,344 PPCC Replacement Warrants at an exercise price of $1.10.

Options

Following completion of the Transaction, 118,891 Resulting Issuer Shares will be reserved for issuance upon the exercise of the 118,891 PPCC Options granted under the PPCC Option Plan. In addition, a total of approximately 4,202,808 Resulting Issuer Shares will be reserved for issuance upon the exercise of the 4,202,808 Wild Options granted under the PPCC Option Plan.

RSU

Following completion of the Transaction, a total of approximately 84,971 Resulting Issuer Shares will be reserved for issuance upon the exercise of the 84,971 PPCC Replacement RSUs granted under the PPCC Option Plan.

Compensation Units

Following completion of the Transaction, a total of approximately 667,288 Resulting Issuer Shares and 333,644 PPCC Replacement Warrants will be reserved for issuance upon exercise of the 667,288 PPCC Replacement Compensation Units. A total of approximately 333,644 Resulting Issuer Shares will be reserved for issuance upon the exercise of the 333,644 PPCC Replacement Warrants comprising the PPCC Replacement Compensation Units.

Pro Forma Consolidated Capitalization

The following table outlines the expected pro forma share capital of the Resulting Issuer, on a consolidated basis, after giving effect to the Transaction, based on the pro forma consolidated balance sheet attached to this Filing Statement as Appendix F.

Designation of Security	Amount Authorized	Amount outstanding after giving effect to the Transaction(1)(2)
Resulting Issuer Shares	Unlimited	66,832,202

Notes:

1. After giving effect to the Transaction (assuming the conversion of the Wild Subscription Receipts), it is anticipated that: 4,202,808 Resulting Issuer Shares will be reserved for issuance upon the exercise of the PPCC Replacement Options of which (i) 3,354,120 PPCC Replacement Options will be exercisable at a price of $0.27 per Resulting Issuer Share until August 1, 2023; (ii) 748,688 PPCC Replacement Options will be exercisable at a price of $0.45 per Resulting Issuer Share until July 25, 2024; and (iii) 100,000 PPCC Replacement Options will be exercisable at a price of $0.90 per Resulting Issuer Share until August 15, 2022; 4,766,344 Resulting Issuer Shares (5,099,988 including Resulting Issuer Shares reserved for issuance upon the exercise of the PPCC Replacement Warrants comprising the PPCC Replacement Compensation Units) will be reserved for issuance upon the exercise of the PPCC Replacement Warrants, exercisable at a price of $1.10 per Resulting Issuer Share having the same expiry date as the Wild Warrants; and 667,288 Resulting Issuer Shares will be reserved for issuance upon the exercise of the PPCC Replacement Compensation Units exercisable at a price of $0.90 per Resulting Issuer Share and having the same expiry date as the Wild Compensation Units. Pursuant to Exchange Policy 2.4, certain securities of the Resulting Issuer will be subject to escrow requirements as set out below under the heading "INFORMATION CONCERNING THE RESULTING ISSUER– Escrow Securities".
2. As at December 31, 2020 and March 31, 2020, Wild had an accumulated deficit of US$5,997,445 and US$2,530,811 respectively.

Fully Diluted Share Capital

The following table outlines the expected number and percentage of Resulting Issuer Shares to be outstanding on a fully diluted basis after giving effect to the Transaction:

Description of Issue	Number of Resulting Issuer Shares After Giving Effect to the Transaction	Percentage of Total
Outstanding PPCC Consolidated Shares prior to the Amalgamation	1,188,908	1.54%
Issued pursuant to the Amalgamation(1)	65,643,294	85.24%
Issuable on the exercise of PPCC Options	118,891	0.15%
Issuable on the exercise of PPCC Replacement Options	4,202,808	5.46%
Issuable on the exercise of PPCC Replacement Warrants(2)	5,099,988	6.62%
Issuable on the exercise of PPCC Replacement Compensation Units(3)	667,288	0.87%
Issuable on the exercise of PPCC Replacement RSU	84,971	0.11%
Fully diluted share capital	77,006,148	100.00%

Notes:

1. Includes 51,144,284 PPCC Consolidated Shares issued in exchange of the former Wild Shareholders, 4,966,323 PPCC Consolidated Shares issued to former Wild SAFE holders and 9,532,687 PPCC Consolidated Shares issued to investors of the Wild Private Placement.
2. Includes 4,766,344 Resulting Issuer Shares reserved for issuance upon the exercise of the PPCC Replacement Warrants in connection with the Wild Private Placement and 333,644 PPCC Replacement Warrants comprising the PPCC Replacement Compensation Units.
2. Pursuant to the Wild Private Placement the Agents received 667,288 Wild Compensation Units, each unit entitling the holder to 0.30 of one Wild Share and 0.15 of one Wild Warrant. Each Wild Compensation Unit outstanding immediately prior to the Effective Time shall be cancelled and, in consideration therefor, the holder of such Wild Compensation Unit shall receive PPCC Replacement Compensation Unit issued by PPCC with each PPCC Replacement Compensation Unit entitling the holder thereof to purchase one PPCC Consolidated Share of and one-half of one PPCC Replacement Warrants.

Available Funds and Principal Purposes

As at March 31, 2021, PPCC had a working capital deficit of US$388,702. Upon completion of the Transaction, the Escrowed Funds in the net amount of $6,468,132.16 will be released from escrow and the proforma working capital of the Resulting Issuer will be US$5,855,404.

The Resulting Issuer is expected to use the funds available to it in furtherance of its stated business objectives. The following table shows the foreseeable available funds and the principal purposes for which the available funds will be used by the Resulting Issuer, based on currently available information:

Available Funds:	**Estimated Amount (US$)**
Estimated Consolidated Working Capital (as at March 31, 2021)	[79,793]
Gross proceeds from the Wild Private Placement	6,738,469
Total Available Funds	6,818,261
Anticipated Uses of Funds:	
Integration of two additional facilities	2,000,000
Scale each facility and division to 24/7 operations	250,000
Build up aluminum can inventory to adequately service future requirements	1,500,000
Corporate Development, Legal and Transaction(1)(2)	997,926
General and Administrative(3)	1,000,000
Vendor Payout(4)	574,000
Unallocated Working Capital	496,335
Total Uses	6,818,261

Notes:

1. Wild raised gross proceeds of approximately US$6,738,469 ($8,579,418) from the Wild Private Placement. Pursuant to the terms of the Wild Private Placement, Wild shall pay the Agents: (i) a cash commission of 7.0% of the gross proceeds; (ii) Compensation Units, equal to 7.0% of the total number of Wild Subscription Receipts and Wild Units issued pursuant to the Wild Private Placement; and (iii) Agents' expenses in accordance with the Agency Agreement. See "THE PROPOSED TRANSACTION - Wild Private Placement".
2. Total estimated cost of $526,233 including legal costs, auditor fees and applicable filing and listing fees.
3. Estimated General & Administrative Expenses for 12 months includes, among other things, management compensation, property taxes, office rent, audit fees, legal fees, transfer agent and registrar fees, annual Exchange fees and other typical administrative costs.
4. To be paid in connection with a contribution of assets by Craftpack and Lucky Clover. See "INFORMATION CONCERNING WILD - Subsidiaries - Holdings".

The above uses of available funds should be considered estimates only. Please see the discussion under "FORWARD-LOOKING INFORMATION".

Dividends

There will be no restrictions in the Resulting Issuer's articles or elsewhere which would prevent the Resulting Issuer from paying dividends subsequent to the completion of the Transaction. It is not currently contemplated that any dividends will be paid on the Resulting Issuer Shares in the immediate future following completion of the Transaction, as it is anticipated that all available funds will be invested to finance the growth of the Resulting Issuer's business. The directors of the Resulting Issuer will determine if, as and when dividends will be declared and paid in the future from funds properly applicable to the payment of dividends based on the Resulting Issuer's financial position at the relevant time. All of the Resulting Issuer Shares are entitled to an equal share in any dividends declared and paid. Please see the discussion under "FORWARD-LOOKING INFORMATION".

Principal Securityholders

The following table sets out each securityholder anticipated to own of record or beneficially, directly or indirectly, or exercise control or direction over more than 10% of the Resulting Issuer Shares after giving effect to the Transaction:

Name and Municipality of Residence	Number of Resulting Issuer Shares owned after giving effect to the Transaction	Percentage of Resulting Issuer Shares owned after giving effect to the Transaction
Stephen Fader[(1)] Calgary, Alberta	16,221,025	24.27%

Notes:

1. After giving effect to the Transaction, Stephen Fader will own, directly and indirectly, 16,221,025 Resulting Issuer Shares, representing approximately 21.16% of the Resulting Issuer Shares on a fully diluted basis.

Directors, Officers and Promoters

Directors and Officers of the Resulting Issuer

Concurrent with the completion of the Transaction, the following individuals will be appointed officers and/or directors of the Resulting Issuer as follows:

Officers
Mitch Barnard – *Chief Executive Officer (CEO)*
Ryan Mason – *Chief Financial Officer (CFO)*
Stephen Fader – *Chief Execution Officer (CXO)*
Thomas Walker – *Chief Operating Officer (COO)*

Directors
Jeffrey Mason (Chair)
Paul Mann
Sean Clark
Joseph Bubel
Matthew Dwyer
Mitch Barnard
Stephen Fader

provided that such officers and/or directors of the Resulting Issuer may be changed at Wild's option, subject to any required regulatory approvals.

Name, Address, Occupation and Security Holdings

The following table sets forth certain information regarding the proposed directors and officers of the Resulting Issuer, including their municipality of residence, the position(s) and office(s) to be held with the Resulting Issuer, their principal occupation within the five preceding years, the period during which each proposed director has served as a director of Wild and the approximate number and percentage of Resulting Issuer Shares proposed to be beneficially owned, directly or indirectly, or over which control or direction is proposed to be exercised by each of them, upon completion of the Transaction:

Name and Municipality of Residence	Position or Office	Principal Occupation During Five Preceding Years	Date Became Director of Wild	Number of Resulting Issuer Shares Beneficially Owned, or Controlled or Directed, Directly or Indirectly	Percentage of Resulting Issuer Shares Beneficially Owned, or Controlled or Directed, Directly or Indirectly
Mitch Barnard, Vancouver, BC	Chief Executive Officer and Director	● Executive Officer of Wild since August 13, 2019 ● Principal of Bast Capital from January 2018 to present ● Lawyer at Thorsteinssons LLP from January 2018 to December 2018	February 16, 2021	2,906,544[(1)]	4.35%

Ryan Mason, Vancouver, BC	Chief Financial Officer and Corporate Secretary	● Executive Officer of Wild since August 13, 2019 ● Executive Officer at Metta Beverage Inc. from February 2018 to December 2019 ● Accountant at MNP LLP from February 2015 to February 2018	N/A	3,717,756	5.56%
Stephen Fader, Calgary, AB	Chief Execution Officer and Director	● Executive Officer of Wild since August 2019 ● Principal at Iceland Spar Consulting Inc. since January 2015	April 7, 2020	16,221,025	24.27%
Thomas Walker, Vancouver, BC	Chief Operations Officer	● Executive Officer of Wild since August 13, 2019 ● Lawyer at Fasken Martineau DuMoulin LLP from May 2015 to September 2017	N/A	1,858,878	2.78%
Jeffrey Mason, Vancouver, BC	Director, Chair	● Managing Director of Bitfury Technology Inc. from June 2018 to April 2019 ● Director of Great Panther Mining Limited since June 2018 ● Director of Hut 8 Mining Corp. from March 2018 to August 2018 ● Director of Auryn Resources Inc. since February 2019 ● Director of Torq Resources Inc since September 2017 ● Director of Red Eagle Mining Corporation from January 2010 to June 2018 ● Director of Shoes.com Technologies Inc from March 2015 to February 2017	August 13, 2019	2,528,435	3.78%
Paul Mann, Vancouver, BC	Director	● Corporate Controller at Orla Mining Ltd. from September 2018 to present ● Corporate Controller at Fortuna Silver Mines from April 2016 to August 2018	August 13, 2019	221,834	0.33%
Sean Clark, Vancouver, BC	Director	● General Partner at Synaptic Ventures from March 2020 to present ● CEO & Co-Founder of First Block Capital since March 2017 ● CEO & Co-Founder of Hut 8 Mining Corp. from December 2017 to April 2018	August 13, 2019	1,005,605	1.50%

Joseph Bubel, Midhurst, Ontario	Director	● Angel investor ● Real Estate Salesperson at Century 21 BJ Roth Realty Brokerage Ltd. since September 2017 ● Vice President Acquisitions at Kimbel Management from February 2016 to August 2017	August 13, 2019	162,911	0.24%
Matthew Dwyer, Omaha, NE	Director	● Principal at Greenslate Developments since October 2013	July 2, 2020	5,187,077(2)	7.76%

Note:
1. An aggregate of 1,047,666 Wild Shares held through Kitten Capital Partners Inc., a company controlled by Mr. Barnard.
2. An aggregate of 5,187,077 Wild Shares held through WL Omaha Holdings, LLC, a company controlled by Mr. Dwyer.
3. An aggregate of 37,388 Wild Shares held through Super Villain Racing Ltd., a company controlled by Mr. Fader.

Upon completion of the Transaction, it is expected that the proposed directors and officers of the Resulting Issuer, as a group, will beneficially own, directly or indirectly, or exercise control or direction over, 33,810,065 Resulting Issuer Shares, representing approximately 50.59% of the then outstanding Resulting Issuer Shares.

Some of the directors of the Resulting Issuer will constitute an audit committee (the "**Audit Committee**"). It is expected that the members of the Audit Committee will be Paul Mann, Jeffrey Mason and Joseph Bubel. Each of the members are considered independent in accordance with National Instrument 52-110 – *Audit Committee*.

Some of the directors of the Resulting Issuer will constitute a nominating, governance and compensation committee (the "**Compensation Committee**"). It is expected that the members of the Compensation Committee will be Jeffrey Mason, Sean Clark and Matthew Dwyer.

Some of the directors of the Resulting Issuer will constitute a M&A/finance committee. It is expected that the members of the M&A/finance committee will be Joseph Bubel, Matthew Dwyer and Sean Clark.

The proposed directors of the Resulting Issuer will serve until the first annual meeting of shareholders following completion of the Transaction.

Proposed Members of Management and Directors

Mitch Barnard – Age 30 – *Chief Executive Officer and Director*

Mr. Barnard is the Chief Executive Officer and Director of Wild. He joined Wild in 2018 and has occupied various positions leading its sales, mergers and acquisitions and growth departments. Mr. Barnard previously worked at a leading international law firm.

Ryan Mason – Age 30 – *Chief Financial Officer and Corporate Secretary*

Mr. Mason is the Chief Financial Officer and Corporate Secretary of Wild. He has extensive knowledge in financing, operations and business strategy in his numerous entrepreneurial ventures. Mr. Mason previously worked at a leading regional public accounting firm.

Stephen Fader – Age 42 – *Chief Execution Officer and Director*

Mr. Fader is the Chief Execution Officer and Director of Wild. Mr. Fader has significant experience building operating facilities in quick succession as well as project management arising from his past entrepreneurial experience.

Thomas Walker – Age 30 – *Chief Operations Officer*

Mr. Walker is the Chief Operations Officer of Wild. He has built and optimized operational systems in a vast number of industries including construction, agriculture and manufacturing. Mr. Walker previously worked at a leading international law firm.

Jeffrey Mason – Age 63 – *Director and Chairman of the Board of Directors*

Mr. Mason is a Chartered Professional Accountant (CPA) and holds an Institute of Corporate Directors (ICD.D) designation. Mr. Mason has over 25 years of public company experience in exploration, development, construction and operation for gold, silver, copper, nickel, lead, zinc, platinum group metals and diamond projects in the Americas, Asia and Africa. In 2004, he was awarded the BC Ernst & Young Entrepreneur of the Year Award in the Natural Resources category. He has expertise in exploration, construction and operations reporting, budgeting and financial systems, mergers and acquisitions, corporate finance, regulatory reporting, and corporate governance including 15 years (1994- 2008) as a Principal and Chief Financial Officer of Hunter Dickinson Inc., which included experience as Chief Financial Officer, Corporate Secretary and a director for 15 public companies listed on the TSX, the TSXV and NYSE MKT. For 8 years, Mr. Mason served as director and audit chair of TSX/NASDAQ- listed, Coastal Contacts Inc., an online e-retailer with annual sales of over $220,000,000 and 650 employees until its sale in May 2014 to Essilor International for $450,000,000. He began his career with Deloitte LLP as a Chartered Professional Accountant, followed by six years at Barrick Gold Corporation in mineral exploration, construction and operations reporting. Mr. Mason served as Chief Financial Officer of Wellgreen Platinum Ltd. from November 2012 to July 2016 and board director from November 2013 to September 2015. Mr. Mason served as director and audit chair from May 2014 to June 2017, and is now an independent board advisor of Great Panther Silver Limited, (TSX/NYSE MKT) a precious metals mines operator in Mexico and Peru, director and audit chair of Red Eagle Mining Corporation (TSX) since January 2010, a gold producer in Columbia, director of Amarc Resources Ltd. (TSXV) since September 1995, director and audit chair of Torq Resources Inc. (TSXV) since September 2017, and director and audit chair of Libero Copper Corporation (TSXV) since August 2008.

Paul Mann – Age 56 – *Director*

Chartered Accountant with extensive experience in all aspects of financial management, accounting, reporting, and securities compliance with publicly-listed companies. Articled with a Big Four firm, degree in Engineering, and experience in the mining, wholesale, and construction industries. Have worked on projects in the Americas, Asia, Africa, and Europe.

Sean Clark – Age 40 – *Director*

Sean Clark has significant experience in capital markets having fundraised over $100M in equity. Sean Co-Founded First Block Capital, Canada's first fully regulated crypto investment firm and created the Bitcoin Fund, which was sold to 3iQ and now is listed on the Toronto Stock Exchange trading under QBTC.TO and has achieved over $1 Billion in AUM. He was also Co-Founder and CEO of Hut 8 Mining Corp. (TSE: HUT), and Co-Founder and Director of First Coin Capital, an international ICO advisory firm which was sold to Galaxy Digital (TSE: GLXY) in January 2018 as part of its go public qualifying transaction. Sean started his career in 2008 as an analyst for Deloitte. From 2010 to 2011 he led Coastal Contact's Australian operations where he was able to increase the company's sales by 10X in just over a year. He then Founded SHOEme.ca in January 2012, which he sold to Shoes.com in 2014 where he became Chief Revenue Officer and achieved over $300M in revenue. Mr. Clark was in the Business in Vancouver Forty under Forty list in 2015, the winner of STARTUP 50 in 2016 and the winner of EY Entrepreneur of the Year award in 2016.

Joseph Bubel – Age 39 – *Director*

Mr. Bubel has substantial experience in the finance industry working at leading investment banks and private equity firms including Credit Suisse and KKR. Mr. Bubel is currently a real estate investor/salesperson and an angel investor.

Matthew Dwyer – Age 44 – *Director*

Principal at GreenSlate Development, has 10 years of experience at the ownership level in construction and manufacturing. His primary focus is on investment sales, new development and redevelopment projects. Mr. Dwyer has extensive experience in commercial real estate and managing major scale construction projects.

Promoter Consideration

No Person or Company will be a promoter of the Resulting Issuer, or has been within the two years immediately preceding the date of this Filing Statement a promoter of PPCC or Wild as applicable.

Corporate Cease Trade Orders or Bankruptcies

Except as noted below no proposed director, officer or promoter of the Resulting Issuer or a securityholder anticipated to hold a sufficient number of securities of the Resulting Issuer to affect materially the control of the Resulting Issuer, within 10 years before the date of the Filing Statement, has been a director, officer or promoter of any Person or Company that, while that Person was acting in that capacity, was the subject of a cease trade or similar order, or an order that denied the other issuer access to any exemptions under applicable securities law, for a period of more than 30 consecutive days, or became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

- Jeffery Mason was a director since March 2015 of the online shoe retailer Shoes.com Technologies Inc., a private BC company, and was a director since September 2016 of certain of its wholly-owned private subsidiary companies, including Shoes.com, Inc., a Delaware company, and Onlineshoes.com, Inc., a Washington State company, but was never a director of Shoeme Technologies Limited, a Canadian Federal private company (together, Shoeme Technologies Limited, Shoes.com Technologies Inc., Shoes.com, Inc. and Onlineshoes.com, Inc., the "**Shoes Private Companies**"). In September 2016, following the resignation of the prior chief financial officer, Mr. Mason assumed the role of interim chief financial officer of the Shoes Private Companies. Due in part to an increasing competitive landscape, the Shoes Private Companies became insolvent, and were not believed to be financeable. The boards of directors of the Shoes Private Companies determined that the interests of stakeholders would be best protected by placing the Shoes Private Companies into receivership in February 2017. Mr. Mason resigned as interim chief financial officer and director of the Shoes Private Companies in February 2017.

- Mr. Mason was a director of Red Eagle Mining Corporation, a TSX listed company, commencing on January 1, 2010 continuing to his resignation on June 22, 2018. Subsequently, on November 9, 2018, the secured lenders gave default notice and a demand letter under the secured credit facility advised of their intention to appoint FTI Consulting as receiver over Red Eagle Mining's assets. Red Eagle Mining had negotiated a restructuring, announced August 24, 2018, under which the secured lenders would write off a significant part of their debt to enable Red Eagle Mining to recommence operations, but the restructuring was contingent upon a U.S.$38 million equity financing from Annibale SAC, personally guaranteed by its principal Fernando Palazuelo.

Penalties or Sanctions

No proposed director, officer or promoter of the Resulting Issuer, or a securityholder anticipated to hold sufficient securities of the Resulting Issuer to affect materially the control of the Resulting Issuer, has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body, including a self-regulatory body, that would be likely to be considered important to a reasonable securityholder making a decision about the Transaction.

Personal Bankruptcies

Except as noted below, no proposed director, officer or promoter of the Resulting Issuer, or securityholder anticipated to hold sufficient securities of the Resulting Issuer to affect materially the control of the Resulting Issuer, or a personal holding company of any such Persons has, within the 10 years before the date of the Filing Statement, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, officer or promoter.

- On June 5, 2014, Stephen Fader was assigned into bankruptcy. On February 13, 2017, Stephen Fader was granted an absolute discharge pursuant to the Bankruptcy and Insolvency Act (Canada).

Conflicts of Interest

Other than as disclosed below, there are no existing or potential material conflicts of interest between the Resulting Issuer or a subsidiary of the Resulting Issuer and any proposed director, officer or promoter of the Resulting Issuer or a subsidiary of the Resulting Issuer other than potential conflicts arising from the involvement of certain proposed directors and officers of the Resulting Issuer with other corporations or businesses which may be in competition with the business of the Resulting Issuer.

Other Reporting Issuer Experience

The following table sets out the proposed directors, officers and promoters of the Resulting Issuer that are, or have been within the last five years, directors, officers or promoters of other reporting issuers:

Name	**Name and Jurisdiction of Reporting Issuer**	**Name of Exchange or Trading Market**	**Position**	**From**	**To**
Mitch Barnard	N/A	N/A	N/A	N/A	N/A
Ryan Mason	N/A	N/A	N/A	N/A	N/A
Stephen Fader	N/A	N/A	N/A	N/A	N/A
Thomas Walker	N/A	N/A	N/A	N/A	N/A
Jeffrey Mason	Great Panther Mining Limited, *British Columbia*	TSX	Director	May 2104 June 2018	June 2017 Present
	Auryn Resources Inc., *British Columbia*	TSX	Director	February 2019	Present
	Torq Resources Inc., *British Columbia*	TSXV	Director	September 2017	Present
	Hut 8 Mining Corp., *Ontario*	TSXV	Director	March 2018	August 2018
	Red Eagle Mining Corporation *British Columbia*	TSX	Director	January 2010	June 2018
	Red Eagle Exploration Limited *British Columbia*	TSXV	Director	October 2015	April 2018
	Amarc Resources Ltd., *British Columbia*	TSXV	Director	September 1995	April 2018
	Libero Copper Corporation	TSXV	Director	May 2008	November 2018

	British Columbia				
Paul Mann	Amarc Resources Ltd., *British Columbia*	TSXV	CFO	July 2008	April 2016
Sean Clark	Hut 8 Mining Corp., *Toronto*	TSXV	CEO	November 2017	March 2018
Joseph Bubel	N/A	N/A	N/A	N/A	N/A
Matthew Dwyer	N/A	N/A	N/A	N/A	N/A

Executive Compensation

The following section sets out the anticipated compensation for each of Mitch Barnard, President and Chief Executive Officer, Ryan Mason, Chief Financial Officer, Stephen Fader, Chief Execution Officer and Thomas Walker, Chief Operating Officer, for the 12-month period after giving effect to the Transaction. The following disclosure is presented in accordance with Form 51-102F6 - *Statement of Executive Compensation*.

Compensation Discussion and Analysis

Compensation Governance

The directors of the Resulting Issuer will administer the Resulting Issuer's executive compensation program with advice from the Compensation Committee. The Compensation Committee will be responsible for, among other things, reviewing and making recommendations to the Board with respect to the compensation policies and practices of the Resulting Issuer, annually reviewing and recommending to the Board for approval the remuneration of the senior officers of the Resulting Issuer, making, on an annual basis, a recommendation to the Board as to any incentive award to be made to the senior officers of the Resulting Issuer, and comparing, on an annual basis, the total remuneration and the main components thereof of the senior officers of the Resulting Issuer with the remuneration of peers in the same industry. The Compensation Committee will ensure that total compensation paid to the Named Executive Officers is fair, reasonable and consistent with the Resulting Issuer's compensation philosophy.

It is currently anticipated that the Compensation Committee will be comprised of three members, being Jeffrey Mason, Sean Clark and Matthew Dwyer all of whom will be independent.

Philosophy and Objectives

The proposed Board believes that the Resulting Issuer should provide a compensation package that is competitive and motivating, that will attract, hold and inspire qualified executives, that will encourage performance by executives to enhance the growth and development of the Resulting Issuer and that will balance the interests of the executives and the shareholders of the Resulting Issuer. Achievement of these objectives is expected to contribute to an increase in shareholder value.

Elements of Executive Compensation

It is expected that the Resulting Issuer will provide its executive officers with both fixed compensation, comprised of base salary, and performance-based variable incentive compensation, comprised of an annual cash bonus and long-term incentives in the form of awards under the PPCC Option Plan.

Base salary will be designed to provide income certainty and to attract and retain executives, and therefore will be based on the assessment of a number of factors such as current competitive market conditions, compensation levels within the peer group and factors particular to the executive, including individual performance, the scope of the executive's role with the Resulting Issuer and retention considerations. In addition to base salary, the Resulting Issuer may award executives with short term incentive awards in the form of annual cash bonuses. Annual cash bonuses are intended to provide short-term incentives to executives and to reward them for their yearly individual contribution and performance of personal objectives in the context of overall annual corporate performance. Long-term incentive compensation will be provided through the granting of options under the PPCC Option Plan. Equity incentive awards will be designed to motivate executives to achieve long-term sustainable business results, align their interest with those of shareholders and to attract and retain executives. Awards will be based on a variety of factors, such as the need to attract or retain key individuals, competitive market conditions and internal equity. Previous grants will be taken into account when considering new grants.

Risks

The proposed Board of the Resulting Issuer recognizes that certain elements of compensation could promote unintended inappropriate or excessive risk-taking behaviours; however, the Resulting Issuer will seek to ensure that executive compensation packages appropriately balance short-term incentives, in the form of base salaries, and long-term incentives, in the form of option-based awards. As a result of the factors discussed above, the proposed Board does not believe that its compensation policies and practices are reasonably likely to have a material adverse effect on the Resulting Issuer.

Named Executive Officers and directors of the Resulting Issuer will not be permitted to purchase financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the Named Executive Officer or director.

Summary Compensation Table – Proposed Compensation

Upon the Effective Date, the Resulting Issuer will have four executive officers. The following table sets forth the proposed compensation for the Resulting Issuer's Chief Executive Officer, Chief Financial Officer, Chief Execution Officer and Chief Operating Officer for the 12-month period after giving effect to the Transaction. The following table is in Canadian dollars.

					Non-equity incentive plan compensation ($)				
Name and principal position	**Year**	**Salary ($)**	**Share-based awards ($)**	**Option-based awards ($)**	**Annual incentive plans**	**Long-term incentive plans**	**Pension value ($)**	**All other compensation ($)**	**Total compensation ($)**
Mitch Barnard *Chief Executive Officer and Director*	2021	200,000(1)	-	100,000(5) 100,000(6)	40,000	50,000	-	-	490,000
Ryan Mason *Chief Financial Officer*	2021	200,000(2)	-	100,000(5) 100,000(6)	40,000	50,000	-	-	490,000
Stephen Fader *Chief Execution Officer and Director*	2021	200,000(3)	-	100,000(5) 100,000(6)	40,000	50,000	-	-	490,000
Thomas Walker *Chief Operating Officer*	2021	200,000(4)	-	100,000(5) 100,000(6)	40,000	50,000	-	-	490,000

Notes:

1. Represents annual bonus equal to 50% of Mitch Barnard's annual salary, which is the expected target bonus payable, under the employment agreement to be entered into between the Resulting Issuer and Mitch Barnard.
2. Represents annual bonus equal to 50% of Ryan Mason's annual salary, which is the expected target bonus payable, under the employment agreement to be entered into between the Resulting Issuer and Ryan Mason.
3. Represents annual bonus equal to 50% of Stephen Fader's annual salary, which is the expected target bonus payable, under the employment agreement to be entered into between the Resulting Issuer and Stephen Fader.
4. Represents annual bonus equal to 50% of Thomas Walker's annual salary, which is the expected target bonus payable, under the employment agreement to be entered into between the Resulting Issuer and Thomas Walker.
5. Each executive officer will be entitled to receive options equal in value to 50% of the base salary, which 25% of the options shall vest upon grant and every six months thereafter.
6. Each executive officer will be entitled to receive options equal in value to 50% of the base salary, which shall vest upon the Resulting Issuer achieving the target as set out in the amended and restated executive employment agreements.

Incentive Plan Awards

Share-based Awards

During the 12 month period after giving effect to the Transaction, it is not expected that the Resulting Issuer will grant any share-based awards, being awards granted under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, common shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units, and stock.

Option-based Awards

The Resulting Issuer intends to grant option-based awards, being awards granted under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights, and similar instruments that have option-like features, by granting options to its directors, officers and employees, however, the timing, amounts, exercise price and recipients of such issuances have not yet been determined. Such options are expected to be granted under the Wild Omnibus Plan which will be assumed by the Resulting Issuer. Please see the discussion under the heading "INFORMATION CONCERNING WILD– Stock Option Plan".

Pension Disclosure

The Resulting Issuer will not provide a pension to its directors or Named Executive Officers.

Termination and change of control benefits

Pursuant to the proposed amended and restated executive employment agreement between the Resulting Issuer and each of the Named Executive Officers, being Messrs. Barnard, Mason, Fader and Walker, each of the Named Executive Officers will be entitled to annual remuneration of $200,000. Pursuant to the terms of the proposed amended and restated executive employment agreement, in the event that the Resulting Issuer terminates any of the Named Executive Officers, without cause, such Named Executive Officer(s) will be entitled to amount equal to one year of the then-applicable base salary plus the cash bonus achievable in that year. In the event any of the Named Executive Officers is terminated without cause within one hundred eighty (180) calendar days after a change of control occurs or by such Named Executive Office(s) for good reason one hundred eighty (180) days after a change of control occurs, such Named Executive Officer(s) shall be entitled to an amount equal to one times their annual base salary (plus an amount equal to the cash bonus achievable in that year) payable in one lump sum less any required statutory deductions and withholdings and such Named Executive Officer(s) shall become fully vested in respect of all awards and such awards shall remain exercisable for the lesser of six months after the date that termination notice is served by the Resulting Issuer or on the date that the Name Executive Officer(s) serves for good reason, and the period ending on the original expiry date of such award(s).

Director Compensation

Other than to Messrs. Barnard, Mason, Fader and Walker as set out above under the heading "INFORMATION CONCERNING THE RESULTING ISSUER– Executive Compensation– Summary Compensation Table – Proposed

Compensation ", it is not expected that any director of the Resulting Issuer will receive any compensation in the 12 month period after giving effect to the Transaction for services rendered to the Resulting Issuer and its subsidiaries, other than options granted from time to time.

It is expected that the Resulting Issuer will grant options to the directors of the Resulting Issuer from time to time under the PPCC Option Plan. The Resulting Issuer may pay directors' fees to the directors of the Resulting issuer in the future.

Indebtedness of Directors and Officers

No director or officer of PPCC or Wild, no proposed director or officer of the Resulting Issuer, no individual who at any time during the most recently completed financial year of PPCC or Wild was a director or officer of PPCC or Wild, nor any associate of such individuals is indebted to PPCC or Wild or is indebted to another entity where such indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by PPCC or Wild.

Investor Relations Arrangements

On February 2, 2021 Wild entered into an advisory services agreement (the "**Advisory Services Agreement**") with Oak Hill Financial Inc. ("**Oak**"), with an effective date of February 15, 2021. Oak is an arm's length party based in Toronto, Ontario. Pursuant to the terms of the agreement, Oak will provide business and capital markets advisory to Wild in consideration of a monthly advisory fee of $10,000. The Resulting Issuer will also grant as compensation to Oak, a total of 100,000 options for one common share of Wild at the go public transaction price ($0.90) for one common share and within the go-public capital structure, with a term of 18 months. If the Advisory Services Agreement is terminated for any reason, Oak shall have 60 days to exercise all vested options after which point they are cancelled.

Options to Purchase Securities

The following table sets out certain information in respect of options to purchase securities of the Resulting Issuer that will be held upon completion of the Transaction:

Category	Number of Resulting Issuer Shares Reserved Under Option	Exercise Price per Resulting Issuer Share	Expiry Date
All proposed officers of the Resulting Issuer, as a group(1)	2,555,520	$0.27	August 1, 2023
	382,663	$0.45	July 25, 2024
All proposed directors of the Resulting Issuer who are not also officers, as a group(2)	798,600	$0.27	August 1, 2023
	366,025	$0.45	July 25, 2024
All officers of all subsidiaries of the Resulting Issuer, as a group	Nil	Nil	Nil
All directors of those subsidiaries who are not also officers of the subsidiary, as a group	Nil	Nil	Nil
All other employees of the Resulting Issuer, as a group	Nil	Nil	Nil
All consultants of the Resulting Issuer, as a group	100,000	0.90	August 15, 2022
Any other Person or Company(3)	118,891	$0.77	April 27, 2028

Notes:

1. Four individuals, Mitch Barnard, the proposed Chief Executive Officer and proposed director of the Resulting Issuer, Stephen Fader, the proposed Chief Execution Officer and proposed director of the Resulting Issuer, Ryan Mason, the proposed Chief Financial Officer and Thomas Walker, the proposed Chief Operating Officer.

2. Five individuals, Jeffrey Mason, a proposed director of the Resulting Issuer, Paul Mann, a proposed director of the Resulting Issuer, Sean Clark, a proposed director of the Resulting Issuer, Joseph Bubel, a proposed director of the Resulting Issuer and Matt Dwyer, a proposed director of the Resulting Issuer.
3. Includes the PPCC Options.

Stock Option Plan

At the PPCC Shareholders' Meeting, the shareholders of PPCC will be asked to approve the Wild Omnibus Plan as the equity incentive plan of the Resulting Issuer. See information under the heading "INFORMATION CONCERNING WILD– Stock Option Plan".

Escrow Securities

As of the date hereof, none of the Wild Shares are escrowed or subject to a pooling agreement. To the knowledge of PPCC and Wild as of the date of this Filing Statement, the following table lists the names and municipalities of residence of the holders of escrowed securities, the number of securities of each class of securities of PPCC or Wild currently held in escrow and, in the case of the Resulting Issuer, anticipated to be held in escrow after giving effect to the Transaction, and the percentage that number represents of the outstanding securities of that class.

		Prior to Giving Effect to the Transaction		After Giving Effect to the Transaction	
Name of Securityholder	**Designation of Class**	**Number of Securities held in Escrow(3)**	**Percentage of Class(1)**	**Number of Securities to be held in Escrow(3)**	**Percentage of Class(2)**
David W. Smalley	PPCC Consolidated Shares	133,334	4.35%	51,720	0.10%
Aspen Consulting Inc.	PPCC Consolidated Shares	100,000	3.26%	38,790	0.07%
Larry K. Doan	PPCC Consolidated Shares	66,667	2.18%	25,860	0.05%
Andrew T. Hunter	PPCC Consolidated Shares	33,334	1.09%	12,930	0.02%
Ian C. Hunter	PPCC Consolidated Shares	58,334	1.90%	22,628	0.04%
Mike Y.C. Kao	PPCC Consolidated Shares	100,000	3.26%	38,790	0.06%
Nicolette A. Keith	PPCC Consolidated Shares	66,667	2.18%	25,860	0.04%
Paul M. Laur	PPCC Consolidated Shares	66,667	2.18%	25,860	0.04%
Hooi Hing Lee	PPCC Consolidated Shares	133,334	4.35%	51,720	0.08%
Rodney W. Reum	PPCC Consolidated Shares	100,000	3.26%	38,790	0.06%

		Prior to Giving Effect to the Transaction		After Giving Effect to the Transaction	
Name of Securityholder	**Designation of Class**	**Number of Securities held in Escrow(3)**	**Percentage of Class(1)**	**Number of Securities to be held in Escrow(3)**	**Percentage of Class(2)**
Johnny Markovina	PPCC Consolidated Shares	66,667	2.18%	25,860	0.04%
Brent Todd	PPCC Consolidated Shares	70,000	2.28%	27,153	0.04%
Kathleen Todd	PPCC Consolidated Shares	70,000	2.28%	27,153	0.04%
Total Escrowed PPCC Shares / Resulting Issuer Shares		1,065,004	34.75%	413,114	0.62%
Mitch Barnard	Wild Shares	706,533(5)	4.60%	2,906,544(4)(6)	4.35%
Stephen Fader	Wild Shares	4,808,055(13)	31.28%	16,221,025(4)(7)	24.27%
Ryan Mason	Wild Shares	1,117,282	7.27%	3,717,756(4)	5.56%
Thomas Walker	Wild Shares	558,641	3.63%	1,858,878(4)	2.78%
Jeffrey Mason	Wild Shares	668,033	4.35%	2,528,435(4)(9)	3.78%
Sean Clark	Wild Shares	189,513	1.23%	1,005,605(4)(10)	1.50%
Paul Mann	Wild Shares	66,667	0.43%	221,834(4)	0.33%
Joseph Bubel	Wild Shares	28,089	0.18%	162,911(4)(11)	0.24%
Matthew Dwyer	Wild Shares	1,294,117(8)	8.42%	5,187,077(4)(8)(12)	7.76%
Total Escrowed Wild Shares/Resulting Issuer Shares		9,436,930	61.40%	33,810,065(14)	50.59%

Notes:

1. As of the date hereof, there are 3,065,004 PPCC Shares outstanding and 15,370,183 Wild Shares outstanding.
2. Upon completion of the Transaction, it is anticipated that there will be 66,832,202 Resulting Issuer Shares outstanding.
3. These shares are escrowed pursuant to Exchange Policy 2.4 described below.
4. Pursuant to Exchange Policy 5.4, all Principal Securities (as defined by Exchange Policy 5.4) upon completion of the Transaction are subject to escrow.
5. An aggregate of 147,892 Wild Shares held through Kitten Capital Partners Inc., a company controlled by Mr. Barnard.
6. Includes 2,350,989 PPCC Consolidated Shares issued in exchange of the 706,533 Wild Shares and 555,555 PPCC Consolidated Shares issued pursuant to the Wild Private Placement.
7. Includes 15,998,803 PPCC Consolidated Shares issued in exchange of the 4,808,055 Wild Shares and 222,222 PPCC Consolidated Shares issued pursuant to the Wild Private Placement.
8. 1,294,117 Wild Shares held through WL Omaha Holdings, LLC, a company controlled by Mr. Dwyer.
9. Includes 2,222,880 PPCC Consolidated Shares issued in exchange of the 668,033 Wild Shares; 166,667 PPCC Consolidated Shares issued pursuant to the Wild Private Placement and 138,889 PPCC Consolidated Shares in exchange of the 138,889 Wild Shares issued in exchange of the Wild SAFEs in the total amount of $100,000.
10. Includes 630,605 PPCC Consolidated Shares issued in exchange of the 189,513 Wild Shares; 166,666 PPCC Consolidated Shares issued pursuant to the Wild Private Placement and 208,333 PPCC Consolidated Shares in exchange of the 208,333 Wild Shares issued in exchange of the Wild SAFEs in the total amount of $150,000.
11. Includes 93,466 PPCC Consolidated Shares issued in exchange of the 28,089 Wild Shares and 69,444 PPCC Consolidated Shares in exchange of the 69,444 Wild Shares issued in exchange of the Wild SAFEs in the total amount of $50,000.
12. Includes 4,306,174 PPCC Consolidated Shares issued in exchange of the 1,299,117 Wild Shares and 880,903 PPCC Consolidated Shares in exchange of the 880,903 Wild Shares issued in exchange of the Wild SAFEs in the total amount of $634,250.
13. An aggregate of 11,236 Wild Shares held through Super Villain Racing Ltd., a company controlled by Mr. Fader.
14. An aggregate of 4,102,808 PPCC Replacement Options held by principals of the Resulting Issuer are also subject to escrow and will be held pursuant to the Surplus Security Escrow Agreement.

Amended CPC Escrow Agreement

In accordance with Exchange Policy 2.4, upon completion of the listing of PPCC on the Exchange, the PPCC Shares set out opposite the names of the first thirteen Persons indicated in the above table in the column "*Prior to Giving Effect to the Transaction*" (the "**CPC Escrowed Shares**") were escrowed under the CPC Escrow Agreement. At the annual general and special shareholder meeting on January 20, 2021, the shareholders of PPCC passed an ordinary resolution authorizing the amendment of the CPC Escrow Agreement to remove the previous escrow release schedule and adopt the harmonized release schedule as set forth in Exchange Policy 2.4. Accordingly, on May 3, 2021 the parties of the CPC Escrow Agreement entered into the Amended CPC Escrow Agreement.

Release of CPC Escrowed Shares

The CPC Escrowed Shares are subject to a three-year escrow period and are scheduled to be released from escrow as follows:

Percentage of Escrowed Shares Released from Escrow	Release Date
25%	Date of Final Exchange Bulletin
25%	6 months from Final Exchange Bulletin
25%	12 months from Final Exchange Bulletin
25%	18 months from Final Exchange Bulletin

In the event of the death of a holder of CPC Escrowed Shares, the CPC Escrowed Shares of such deceased holder will be released to his legal representatives.

Dealing with CPC Escrowed Shares

Subject to certain exceptions set forth in the Amended CPC Escrow Agreement, a holder CPC Escrowed Shares may:

- pledge, mortgage or charge its CPC Escrowed Shares to a financial institution as collateral for a loan, provided that no CPC Escrowed Shares or any share certificates or other evidence of escrow securities will be transferred or delivered by the escrow agent to the financial institution for this purpose;
- exercise voting rights attached to its CPC Escrowed Shares, other than in support of one or more arrangements that would result in the repayment of capital being made on the CPC Escrowed Shares prior to a winding up of the PPCC;
- receive a dividend or other distribution on its CPC Escrowed Shares, and elect the manner of payment; and
- exercise its rights to exchange or convert its CPC Escrowed Shares in accordance with the Amended CPC Escrow Agreement.

Permitted Transfers within Escrow

The CPC Escrowed Shares held pursuant to the Amended CPC Escrow Agreement may not be sold, assigned, transferred, redeemed, surrendered or otherwise dealt with in any manner except as provided by the Amended CPC Escrow Agreement. The CPC Escrowed Shares may be transferred within escrow to an individual who is a director or senior officer of PPCC or a material operating subsidiary of PPCC, provided that certain requirements of the Exchange are met, including that the new proposed transferee agrees to be bound by the terms of the CPC Escrowed Shares. In the event of the bankruptcy of a holder of CPC Escrowed Shares, the CPC Escrowed Shares held by such holder may be transferred within escrow to the trustee in bankruptcy or other person legally entitled to such CPC Escrowed Shares provided that certain prescribed Exchange requirements are met. The CPC Escrowed Shares may be transferred within escrow to a Person or Company that, before the transfer, holds greater than 20% of the voting rights attached to Resulting Issuer Shares or after the transfer will hold more than 10% of the voting rights attached to Resulting Issuer Shares and has the right to elect or appoint one or more directors or senior officers of PPCC or its material operating subsidiaries. CPC Escrowed Shares may also be transferred within escrow by a holder of CPC Escrowed Shares to a registered retirement savings plan ("**RRSP**") or a registered retirement income fund ("**RRIF**"), provided that the Exchange receives proper notice of the same, the holder of such CPC Escrowed Shares is the sole beneficiary of the RRSP or RRIF and the trustee of the RRSP or RRIF agrees to be bound by the terms of the Amended CPC Escrow Agreement.

Cancellation of CPC Escrowed Shares

CPC Escrowed Shares that were purchased prior to the CPC initial public offering at a discount to the initial public offering price by Related Parties (as defined in the Manual) of PPCC may be cancelled by the Resulting Issuer and the escrow agent pursuant to the Amended CPC Escrow Agreement. In addition, any CPC Escrowed Shares that have not been released pursuant to the Amended CPC Escrow Agreement on the 10^{th} anniversary of the date of delisting from the Exchange must immediately be cancelled.

Termination of Amended CPC Escrow Agreement

The Amended CPC Escrow Agreement may be terminated with respect to all parties in certain circumstances including, without limitation: (i) upon agreement of all parties of the Amended CPC Escrow Agreement, provided that (a) the agreement to terminate is evidenced by a memorandum in writing signed by all parties; (b) if PPCC is listed on the Exchange, the termination of the Amended CPC Escrow Agreement has been consented to in writing by the Exchange and has been approved by a majority vote of securityholders of PPCC excluding in each case, the holders of CPC Escrowed Shares; or (ii) when all of the CPC Escrowed Shares have been released from escrow pursuant to the Amended CPC Escrow Agreement.

Surplus Security Escrow Agreement

In accordance with Exchange Policy 5.4, upon completion of the Transaction, the Resulting Issuer Shares issued to the 13 Persons indicated in the above table in the column "*Prior to Giving Effect to the Transaction*" (the "**Surplus Security Escrowed Shares**") will be escrowed pursuant to the Surplus Security Escrow Agreement. An aggregate of 4,102,808 PPCC Replacement Options held by principals of the Resulting Issuer will also be escrowed pursuant to the Surplus Security Escrow Agreement.

Release of Surplus Security Escrowed Shares

The Surplus Security Escrowed Shares are subject to a three-year escrow period and are scheduled to be released from escrow as follows:

Percentage of Escrowed Shares Released from Escrow	Release Date
5%	Date of Final Exchange Bulletin
5%	6 months from Final Exchange Bulletin
10%	12 months from Final Exchange Bulletin
10%	18 months from Final Exchange Bulletin
15%	24 months from Final Exchange Bulletin
15%	30 months from Final Exchange Bulletin
40%	36 months from Final Exchange Bulletin

In the event of the death of a holder of Surplus Security Escrowed Shares, the Surplus Security Escrowed Shares of such deceased holder will be released to his legal representatives.

Dealing with Surplus Security Escrowed Shares

The Surplus Security Escrowed Shares held pursuant to the Surplus Security Escrow Agreement may not be sold, assigned, transferred, redeemed, surrendered or otherwise dealt with in any manner except as provided by the Surplus Security Escrow Agreement. Subject to certain exceptions set forth in the Surplus Security Escrow Agreement, a holder of Surplus Security Escrowed Shares may:

- pledge, mortgage or charge its Surplus Security Escrowed Shares to a financial institution as collateral for a loan, provided that no Surplus Security Escrowed Shares or any share certificates or other evidence of escrow securities will be transferred or delivered by the escrow agent to the financial institution for this purpose;

- exercise voting rights attached to its Surplus Security Escrowed Shares, other than in support of one or more arrangements that would result in the repayment of capital being made on the Surplus Security Escrowed Shares prior to a winding up of the Resulting Issuer;

- receive a dividend or other distribution on its Surplus Security Escrowed Shares, and elect the manner of payment; and

- exercise its rights to exchange or convert its Surplus Security Escrowed Shares in accordance with the Surplus Security Escrow Agreement.

Permitted Transfers within Escrow

The Surplus Security Escrowed Shares may be transferred within escrow to an individual who is a director or senior officer of the Resulting Issuer or a material operating subsidiary of the Resulting Issuer, provided that certain requirements of the Exchange are met, including that the new proposed transferee agrees to be bound by the terms of the Surplus Security Escrow Agreement. In the event of the bankruptcy of a holder of Surplus Security Escrowed Shares, the Surplus Security Escrowed Shares held by such holder may be transferred within escrow to the trustee in bankruptcy or other person legally entitled to such Surplus Security Escrowed Shares provided that certain prescribed Exchange requirements are met.

The Surplus Security Escrowed Shares may be transferred within escrow to a Person or Company that, before the transfer, holds greater than 20% of the voting rights attached to Resulting Issuer Shares or after the transfer will hold more than 10% of the voting rights attached to Resulting Issuer Shares and has the right to elect or appoint one or more directors or senior officers of the Resulting Issuer or its material operating subsidiaries, provided that certain requirements of the Exchange are met, including that the new proposed transferee agrees to be bound by the terms of the Surplus Security Escrow Agreement.

Surplus Security Escrowed Shares may also be transferred within escrow by a holder of Surplus Security Escrowed Shares to a RRSP or a RRIF, provided that the Exchange receives proper notice of the same, the beneficiary of the RRSP or RRIF is limited to the holder of the Surplus Security Escrowed Shares or his/her spouse, children or parents and the trustee of the RRSP or RRIF agrees to be bound by the terms of the Surplus Security Escrow Agreement.

Termination of Surplus Security Agreement

The Surplus Security Escrow Agreement may be terminated with respect to all parties in certain circumstances including, without limitation: (i) upon agreement of all parties of the Surplus Security Escrow Agreement, provided that (a) the agreement to terminate is evidenced by a memorandum in writing signed by all parties; (b) if the Resulting Issuer is listed on the Exchange, the termination of the Surplus Security Escrow Agreement has been consented to in writing by the Exchange; and has been approved by a majority vote of securityholders of the Resulting Issuer excluding in each case, the holders of Surplus Security Escrow Shares; or (ii) when all of the Surplus Security Escrowed Shares have been released from escrow pursuant to the Surplus Security Escrow Agreement.

Graduation to Tier 1

In the event the Resulting Issuer graduates from a Tier 2 issuer to a Tier 1 issuer, the release schedule for the Surplus Security Escrowed Shares will accelerate, with all of the Surplus Security Escrowed Shares ultimately being released from escrow on the date that is 18 months from the Final Exchange Bulletin.

Escrow of New Securities

If the Surplus Security Escrowed Shares are exchanged for new securities in the event of a business combination, merger, or other similar transaction, the new securities received will be subject to escrow in substitution of the tendered

Surplus Security Escrowed Shares, unless certain requirements of the Exchange are met, including if the holder does not become a Principal of the successor issuer.

Securities Subject to Other Contractual Restrictions on Transfer

Existing Contractual Arrangements

Pursuant to certain existing contractual arrangements in effect upon completion of the Transaction, Craftpack and Lucky Clover are subject to a lock-up period whereby the aggregate number of 4,501,821 Resulting Issuer Shares are subject to a three-year lock-up period and released on terms identical to the Surplus Security Escrow Agreement. See "*Surplus Security Escrow Agreement*".

Auditor, Transfer Agent and Registrar

Auditor

It is currently expected that PricewaterhouseCoopers LLP, the current auditors of Wild, will be appointed the auditors of the Resulting Issuer upon completion of the Transaction and upon resignation of Davidson & Company LLP as the auditors of the Resulting Issuer. PricewaterhouseCoopers LLP are located at 250 Howe St Suite 1400, Vancouver, BC V6C 3S7.

Transfer Agent and Registrar

It is expected that Computershare Investor Services Inc. will serve as the Resulting Issuer's registrar and transfer agent upon completion of the Transaction. It is expected that transfers of the securities of the Resulting Issuer may be recorded at registers maintained by Computershare in Calgary, Alberta or Toronto, Ontario.

GENERAL MATTERS

Agent Relationship

Stifel Nicolaus Canada Inc., Haywood Securities Inc., PI Financial Corp., Echelon Wealth Partners and Roth Canada ULC acted as the Agents in connection with the Wild Private Placement. In addition to a cash commission payable to the Agents equal to 7.0% of the gross proceeds from the sale of the Wild Subscription Receipts and Wild Units, 50% of which was payable on the Wild Private Placement Date and 50% of which is payable upon the release of the Escrowed Funds, the Agents will receive the Wild Compensation Units equal to 7.0% of the total number of Wild Subscription Receipts and Wild Units issued pursuant to the Wild Private Placement upon the satisfaction of the Escrow Release Conditions as partial consideration for their services in connection with the Wild Private Placement and, assuming the completion of the Transaction, will ultimately receive PPCC Replacement Compensation Units in exchange therefor. PPCC and its directors and officers have no relationship with the Agents.

Other than as described above, neither PPCC nor Wild has entered into any agreement with any registrant to provide sponsorship or corporate finance services, either now or in the future.

Experts

Interest of Experts

Davidson & Company LLP is the auditor of PPCC and is independent of PPCC within the meaning of the Chartered Professional Accountants of British Columbia Code of Professional Conduct.

PricewaterhouseCoopers LLP are the auditors of Wild and are independent of Wild within the meaning of the Chartered Professional Accountants of British Columbia Code of Professional Conduct.

MNP LLP were the auditors of Wild for the fiscal year ended March 31, 2020 and are independent of Wild within the meaning of the Rules of Professional Conduct of the Chartered Professional

No Person or Company whose profession or business gives authority to a statement made by the Person or Company and who is named as having prepared or certified a part of this Filing Statement or as having prepared or certified a report or valuation described or included in this Filing Statement holds any beneficial interest, direct or indirect, in any property of PPCC, Wild or the Resulting Issuer or of an Associate or Affiliate of PPCC, Wild or the Resulting Issuer and no such Person is expected to be elected, appointed or employed as a director, senior officer or employee of PPCC, Wild or the Resulting Issuer or of an Associate or Affiliate of PPCC, Wild or the Resulting Issuer and no such person is a promoter of PPCC, Wild or the Resulting Issuer or an Associate or Affiliate of PPCC, Wild or the Resulting Issuer.

Expertised Reports

There is no expertised report prepared to support the recommendation(s) of the Board.

Other Material Facts

There are no material facts about PPCC, Wild, the Resulting Issuer or the Transaction that are not disclosed under the preceding items and are necessary in order for this Filing Statement to contain full, true and plain disclosure of all material facts relating to PPCC, Wild and the Resulting Issuer, assuming completion of the Transaction.

Board Approval

The Board of PPCC has approved this Filing Statement.

APPENDIX A
AUDITED FINANCIAL STATEMENTS OF PONDEROUS PANDA CAPITAL CORP. FOR THE FINANCIAL YEARS ENDED DECEMBER 31, 2020 AND DECEMBER 31, 2019

APPENDIX B
MANAGEMENT'S DISCUSSION AND ANALYSIS OF PONDEROUS PANDA CAPITAL CORP. FOR THE FINANCIAL YEARS ENDED DECEMBER 31, 2020

APPENDIX C
AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF WILDPACK BEVERAGE ALBERTA INC. FOR THE FOR NINE MONTHS ENDED DECEMBER 31, 2020 AND FOR THE YEAR ENDED MARCH 31, 2020

APPENDIX D
MANAGEMENT'S DISCUSSION AND ANALYSIS OF WILDPACK BEVERAGE ALBERTA INC. FOR THE AUDITED NINE MONTHS ENDED DECEMBER 31, 2020

APPENDIX E

AUDITED COMBINED FINANCIAL STATEMENTS OF WILDPACK PRE-ACQUISITION GROUP FOR THE PERIOD FROM JANUARY 1, 2020 TO JUNE 25, 2020 AND FINANCIAL YEAR END DECEMBER 31, 2019

APPENDIX F
PRO FORMA FINANCIAL STATEMENTS OF THE RESULTING ISSUER

APPENDIX G
WILDPACK BEVERAGE ALBERTA INC. OMNIBUS INCENTIVE PLAN

CERTIFICATE OF PONDEROUS PANDA CAPITAL CORP.

The foregoing document constitutes full, true and plain disclosure of all material facts relating to the securities of Ponderous Panada Capital Corp. assuming Completion of the Qualifying Transaction.

DATED May 5, 2021.

David W. Smalley	*Yu Cheung (Mike) Kao*
Chief Executive Officer	Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS OF PONDEROUS PANDA CAPITAL CORP.

Larry K. Doan	*Paul M. Laur*
Director	Director

CERTIFICATE OF WILDPACK BEVERAGE ALBERTA INC.

The foregoing as it relates to Wildpack Beverage Alberta Inc. ("**Wild**") constitutes full, true and plain disclosure of all material facts relating to the securities of Wild.

DATED May 5, 2021.

Mitch Barnard	*Ryan Mason*
Chief Executive Officer	Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS OF WILDPACK BEVERAGE ALBERTA INC.

Jeffrey Mason	*Paul Mann*
Director	Director