

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name WeCommerce Holdings Ltd. (formerly Brachium Capital Corp.)		2 Issuer's employer identification number (EIN) None	
3 Name of contact for additional information Evan Brown		4 Telephone No. of contact 250-888-9424	5 Email address of contact evan@wecommerce.co
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 550 Burrard St #2900		7 City, town, or post office, state, and Zip code of contact Vancouver, BC, Canada V6C 0A3	
8 Date of action December 9, 2020		9 Classification and description Common Shares	
10 CUSIP number 94847U103	11 Serial number(s) N/A	12 Ticker symbol TSXV: WE	13 Account number(s) N/A

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **On December 9, 2020, WeCommerce Holdings Ltd. ("Original WeC") amalgamated with 1275787 B.C. Ltd., a subsidiary of Brachium Capital Corp. ("BCC"), pursuant to an Amalgamation Agreement resulting in Amalco (the "First Amalgamation") and Amalco amalgamated with BCC in a vertical short-form amalgamation ("Second Amalgamation"). Each former Original WeC shareholder in connection with the Amalgamations received solely 19.8554 shares of BCC common stock in exchange for each Original WeC share surrendered in exchange therefor pursuant to the Amalgamations. BCC changed its name to "WeCommerce Holdings Ltd." ("Resulting WeC"). The Amalgamations are described in the Filing Statement of BCC dated November 30, 2020 (the "Circular"), which is available on www.sedar.com.**

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **See Schedule A**

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **In the event the Amalgamations are taxable, for purposes of calculating fair market value, the fair market value of a Resulting WeC share on December 14, 2020 is estimated at U.S.\$11.56, which was the closing price for Resulting WeC shares on the TSXV on December 14, 2020 (its first day of trading after the Amalgamations) converted to U.S. dollars using the Daily Exchange Rate as published by the Bank of Canada. Former Original WeC shareholders should consult with their own tax advisors to determine whether they are required to recognize any gain in connection with the Amalgamations and what measure of fair market value is appropriate.**

Part II Organizational Action (continued)

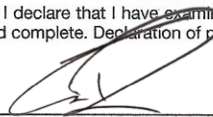
17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► **The Amalgamations are intended to constitute a single integrated transaction qualifying as a tax-deferred reorganization under Code Section 368(a)(1)(A). Provided the Amalgamations so qualify, the principal tax consequences of the Amalgamations to former Original WeC shareholders should be determined under Code Sections 354, 358, 367, 1221 and 1291-1298.**

18 Can any resulting loss be recognized? ► **Provided the Amalgamations qualify as a tax-deferred "reorganization", then, in general, each former Original WeC shareholder who received Resulting WeC shares pursuant to the Amalgamations should not recognize any loss.**

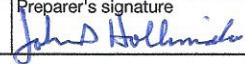
19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► **In general, any gain recognized should be reported by former Original WeC shareholders for the taxable year which includes December 9, 2020 (e.g., a calendar-year shareholder would report the transaction on his or her federal income tax return filed for the 2020 calendar year).**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ►  Date ► **March 12, 2021**

Print your name ► **Evan Brown** Title ► **CFO**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	John D. Hollinrake Jr.		12 Mar 2021		P01568530
	Firm's name ► Dorsey & Whitney LLP	Firm's EIN ► 41-0223337		Phone no. (206) 903-8812	
Firm's address ► Columbia Center, 701 Fifth Avenue, Suite 6100, Seattle, Washington 98104					

SCHEDULE A

WECCOMMERCE HOLDINGS LTD. IRS FORM 8937

PERTAINING TO SECTION 15

The information contained herein does not constitute tax advice and does not purport to be a complete U.S. federal income tax description or to describe the consequences that may apply to particular categories of shareholders. Former Original WeC shareholders should consult their own tax advisors regarding the U.S. federal income tax consequences to them regarding the Amalgamations.

Resulting WeC intends that the First Amalgamation and the Second Amalgamation constitute a single integrated transaction qualifying as a tax-deferred reorganization under Code Section 368(a)(1)(A). If the Amalgamations qualify as a tax-deferred reorganization within the meaning of Code Section 368(a), each Original WeC shareholder would generally have a tax basis in the Resulting WeC shares it received pursuant to the Amalgamations equal to such shareholder's aggregate tax basis in the Original WeC shares surrendered therefor.

Certain Original WeC shareholders should consult their own tax advisors regarding the tax consequences to them under Code Section 367 and whether any filing or reporting requirements apply to them under Code Section 367.

Even if the Amalgamations qualify as a reorganization under Code Section 368(a), certain special rules would apply if Original WeC was classified as a passive foreign investment company ("PFIC"), as defined under Code Section 1297, for any tax year during which a shareholder held Original WeC shares. Resulting WeC believes that Original WeC did not constitute a PFIC for the tax year ended December 31, 2020. However, the analysis of PFIC status depends, in part, on the application of complex U.S. federal income tax rules, which are subject to differing interpretations. Consequently, there can be no assurance that Original WeC was not a PFIC for any tax year during which U.S. shareholders held Original WeC shares.