

1308692 B.C. LTD.

NOTICE OF MEETING OF SUBSCRIPTION RECEIPT HOLDERS

Notice is hereby given that a meeting (the "**Meeting**") of subscription receipt holders ("**Holders**") of 1308692 B.C. Ltd. (the "**Corporation**") will be held on November 11, 2021 at 12:00 p.m. (Toronto time) at the offices of Bennett Jones LLP located at 100 King St W Suite 3400, Toronto, Ontario M5X 1A4.

The Meeting will be held to consider and, if deemed advisable, to pass, an Extraordinary Resolution, as defined in the subscription receipt agreement dated July 16, 2021 among the Corporation, Seamless Logic Software Limited, MoneyClip, Inc. (collectively, the "**Merging Companies**") Odyssey Trust Company and Canaccord Genuity Corp. (the "**Subscription Receipt Agreement**") amending the Subscription Receipt Agreement to extend the Release Deadline (as defined in the Subscription Receipt Agreement) to January 17, 2022.

Currently, the Release Deadline, as defined in the Subscription Receipt Agreement, is 5:00 p.m. (Toronto time) on November 16, 2021. In order to extend the Release Deadline to January 17, 2022, the Holders will need to approve an Extraordinary Resolution to amend the Subscription Receipt Agreement (the "**Amendment Resolution**") to delete the defined term "Release Deadline" in its entirety and replace it with the following:

"Release Deadline" means at or prior to 5:00 p.m. (Toronto time) on January 17, 2022, subject to extension at the request of the Corporation and the Agent;"

Management of the Merging Companies have determined that the Amendment Resolution is in the best interests of each of the Merging Companies and their securityholders in order to provide the Merging Companies with additional time to complete the Business Combination (as defined in the Subscription Receipt Agreement) and the listing of the securities of the Resulting Issuer (as defined in the Subscription Receipt Agreement) on the TSX Venture Exchange. As such the Corporation recommends that Holders approve the Amendment Resolution by voting FOR on the attached Consent and Proxy, as soon as possible and, in any event, not later than 12:00 p.m. on November 9, 2021 or, if the meeting is adjourned, 48 hours (excluding Saturdays, Sundays and holidays) prior to the adjourned meeting (the "**Deadline**"). The executed Consent and Proxy may be returned by email to the attention of Corey Yermus, at yermusc@bennettjones.com.

Attached as Schedule "A" hereto is a written consent and form of proxy (the "**Consent and Proxy**") requesting approval of the Amendment Resolution in writing. If the Corporation is unable to obtain the approval of not less than 66 2/3% of the total number of subscription receipts of the Corporation issued and outstanding (the "**Subscription Receipts**") in writing from Holders for the Amendment Resolution (the "**Written Approval**"), the Corporation intends to use the Consent and Proxy at the Meeting. **A Holder who consents to the Amendment Resolution prior to the Deadline shall be deemed, in addition to having provided their approval in writing, to have appointed one of the persons identified below as its proxyholder to attend, vote and act on behalf of such Holder in respect of any matter that may come before the Meeting, including to vote the Subscription Receipts held by such Holder FOR the Amendment Resolution. No other action is required by such Holder to participate and vote at the Meeting. A Holder who withholds their vote to the Amendment Resolution prior to the Deadline shall be deemed, to have appointed one of the persons identified below as its proxyholder to attend, vote and act on behalf of such Holder in respect of any matter that may come before the Meeting, including to WITHHOLD voting the Subscription Receipts held by such Holder on the Amendment Resolution. No other action is required by such Holder to participate and vote at the Meeting. In the absence of any such direction, the management representatives will vote FOR the Amendment Resolution.**

In the event that the Corporation receives the Written Approval prior to the Meeting, the Meeting will be cancelled.

Appointment of Proxies

The persons named in the enclosed Consent and Proxy are representatives of management and are directors or officers of the Corporation. **A Holder who wishes to appoint some other person to represent such Holder at the Meeting may do so by inserting such person's name in the blank space provided in the Consent and Proxy.** Such other person need not be a Holder.

To be valid, proxies must be deposited with the Corporation by email to Corey Yermus at yermusc@bennettjones.com not later than the Deadline.

ONLY REGISTERED HOLDERS OF SUBSCRIPTION RECEIPTS, OR THE PERSONS THEY APPOINT AS THEIR PROXIES, ARE PERMITTED TO ATTEND AND VOTE AT THE MEETING.

Beneficial Holders and CDS Participants

Certain Subscription Receipts have been issued as book-entry only form registered in the name of CDS Clearing and Depository Services Inc. ("CDS") and, as such, CDS is the registered Holder with the right to execute and deliver the Consent and Proxy Form. **The Corporation anticipates that CDS (or its nominee) will execute an omnibus proxy to authorize a broker, dealer, commercial bank, trust company or other intermediary, or clearing agency of which such intermediary is a participant with CDS (in each case, "CDS Participants") to execute Consent and Proxy Forms on behalf of CDS with respect to the Subscription Receipts held by such CDS Participants specified on the CDS position listing. CDS Participants should complete, execute and deliver this Consent and Proxy Form on behalf of a beneficial holder of the Subscription Receipts (a "Beneficial Holder").**

Any Beneficial Holder who is not a CDS Participant must promptly contact their broker, dealer, or other nominee for assistance concerning this Consent and Proxy Form, who can provide instructions on how to validly provide a Consent and Proxy Form. BENEFICIAL HOLDERS OF SUBSCRIPTION RECEIPTS SHOULD BE AWARE THAT THEIR BROKER, DEALER OR OTHER NOMINEE MAY ESTABLISH THEIR OWN EARLIER DEADLINES.

Revocation of a Proxy

A Holder who has given a proxy has the power to revoke it as to any matter on which a vote has not already been cast pursuant to the authority conferred by such proxy and may do so by depositing an instrument in writing revoking the proxy executed by the Holder or by the Holder's attorney authorized in writing: (i) at the registered office of the Corporation at any time up to and including the last business day preceding the day of the meeting, or any adjournment or postponement thereof, at which the proxy is to be used; or (ii) with the Chair of the meeting, prior to its commencement, on the day of the meeting or any adjournment or postponement thereof; or (iii) in any other manner permitted by law.

Subscription Receipts Entitled to Vote at the Meeting

The Corporation has outstanding 18,424,465 Subscription Receipts all of which are entitled to vote at the Meeting.

Quorum and Approval at Meeting

The Subscription Receipt Agreement provides that quorum for a meeting of the Holders where an Extraordinary Resolution is to be approved shall consist of Holders, present in person or represented by proxy, holding in the aggregate more than 25% of the total number of Subscription Receipts outstanding. To be approved at the Meeting, the Amendment Resolution must be passed by the affirmative votes of Holders who hold in the aggregate not less than 66 2/3% of the total number of Subscription Receipts represented and voted at the Meeting.

The contents and the sending of this Notice have been approved by the directors of the Corporation.

DATED October 26, 2021.

/s/ "Marc Lustig"

Marc Lustig
Director

SCHEDULE "A"

See attached.

1308692 B.C. LTD.

CONSENT AND FORM OF PROXY

This written consent and form of proxy (the "**Consent and Proxy**") is to be completed by holders (the "**Holders**") of subscription receipts of 1308692 B.C. Ltd. (the "**Corporation**") relating to an Extraordinary Resolution, as defined in the subscription receipt agreement dated July 16, 2021 among the Corporation, Seamless Logic Software Limited, MoneyClip, Inc. (collectively, the "**Merging Companies**") Odyssey Trust Company and Canaccord Genuity Corp. (the "**Subscription Receipt Agreement**") to amend the Subscription Receipt Agreement (the "**Amendment Resolution**") to delete the defined term "Release Deadline" in its entirety and replace it with the following:

"Release Deadline" means at or prior to 5:00 p.m. (Toronto time) on January 17, 2022, subject to extension at the request of the Corporation and the Agent;"

Management of the Merging Companies have determined that the Amendment Resolution is in the best interests of each of the Merging Companies and their securityholders in order to provide the Merging Companies with additional time to complete the Business Combination (as defined in the Subscription Receipt Agreement) and the listing of the securities of the Resulting Issuer (as defined in the Subscription Receipt Agreement) on the TSX Venture Exchange.

The undersigned, being a Holder, with respect to all of the subscription receipts of the Corporation held by the undersigned, hereby:

Consents to/votes for the Amendment Resolution	
Withholds consent to/votes against the Amendment Resolution	

[Mark only one of the above boxes.]

In the event that the Corporation is unable to obtain unanimous approval in writing from the Holders for the Amendment Resolution, the undersigned, being a Holder, hereby appoints **Marc Lustig, Director** or, failing him, **Levy Cohen, Director**, or, failing him, **Brian Lock**, or, instead of them, the following appointee:

<i>Please print appointee name</i>

as proxyholder for the undersigned with the power of substitution to attend, act and vote for and on behalf of the undersigned in respect of all matters that may come before the meeting of the Holders of the Corporation to be held on November 11, 2021 at 12:00 p.m. (Toronto time) at the offices of Bennett Jones LLP located at 100 King St W Suite 3400, Toronto, Ontario M5X 1A4. or postponement thereof, to the same extent and with the same power as if the undersigned were personally present at the meeting or postponement thereof. The undersigned instructs the person herein designated as proxyholder to act on the foregoing matters as directed. **Any Consent and Proxy received providing consent to the Amendment Resolution will be used as a proxy to vote for the Amendment Resolution and the receipt of any Consent and Proxy indicating that consent is being withheld will be used as a proxy to vote against the Amendment Resolution. In the absence of any such direction the Subscription Receipts will be voted FOR the approval of the Amendment Resolution.** The undersigned hereby confers on the designee named herein discretionary authority with respect to amendments to or variations of the matters outlined above and with respect to matters other than those above that may properly be brought before the Meeting. The undersigned hereby revokes any instrument of proxy previously given to vote at the Meeting or adjournments thereof.

SIGNED on _____, 2021.

Signature of Holder

Name (please print)