

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM434237

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	07/01/2017		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Playerize Network, Inc.		06/29/2017	Corporation: BRITISH COLUMBIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Perk, Inc.		
<b>Street Address:</b>	150 Caroline Street		
<b>Internal Address:</b>	Suite 406		
<b>City:</b>	Waterloo, Ontario		
<b>State/Country:</b>	CANADA		
<b>Postal Code:</b>	N2L0A5		
<b>Entity Type:</b>	Corporation: ONTARIO		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4292855	SUPER REWARDS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	4056078686		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	4056078600		
<b>Email:</b>	eisaac@dunlapcoddling.com		
<b>Correspondent Name:</b>	Elizabeth E. Isaac		
<b>Address Line 1:</b>	P. O. Box 16370		
<b>Address Line 4:</b>	Oklahoma City, OKLAHOMA 73113		
<b>DOMESTIC REPRESENTATIVE</b>			
<b>Name:</b>	Dunlap Coddling, P.C. Elizabeth Isaac		
<b>Address Line 1:</b>	P.O. Box 16370		
<b>Address Line 4:</b>	Oklahoma City, OKLAHOMA 73113		
<b>NAME OF SUBMITTER:</b>	Elizabeth E. Isaac		
<b>SIGNATURE:</b>	/elizabethisaac/		

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**DATE SIGNED:**

07/07/2017

**Total Attachments: 18**

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5. Method of amalgamation, check A or B  
 Méthode choisie pour la fusion – Cocher A ou B :

A - Amalgamation Agreement / Convention de fusion :

The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the *Business Corporations Act* on the date set out below.  
 Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la *Loi sur les sociétés par actions* à la date mentionnée ci-dessous.

or  
ou

B - Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries / Fusion d'une société mère avec une ou plusieurs de ses filiales ou fusion de filiales :

The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the *Business Corporations Act* on the date set out below.

Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la *Loi sur les sociétés par actions* à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of  
 Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

**Perk Inc.**

and are more particularly set out in these articles.  
 et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations Dénomination sociale des sociétés qui fusionnent	Ontario Corporation Number Numéro de la société en Ontario	Date of Adoption/Approval Date d'adoption ou d'approbation		
		Year année	Month mois	Day jour
Perk Inc.	2440823	2017	06	29
Playerize Network Inc.	1976235	2017	06	29

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.  
Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.

There are no restrictions on the business the Corporation may carry on or on the powers the Corporation may exercise.

7. The classes and any maximum number of shares that the corporation is authorized to issue:  
Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :

The Corporation is authorized to issue an unlimited number of Common Shares and an unlimited number of Class A Restricted Voting Shares.

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:

Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

See Schedule A attached hereto.

**SCHEDULE A**  
**SHARE PROVISIONS FOR ARTICLES OF AMALGAMATION**

The rights, privileges, restrictions and conditions attaching to the Common Shares as a class and the Class A Restricted Voting Shares as a class are as follows:

**ARTICLE 1**  
**INTERPRETATION**

**1.1 General Definitions**

In these Share Terms and Conditions, the following terms shall have the following meanings unless the context otherwise requires:

"1933 Act" means the United States Securities Act of 1933, as amended from time to time.

"1934 Act" means the United States Securities Exchange Act of 1934, as amended from time to time.

"Act" means the *Business Corporations Act* (Ontario) and the regulations enacted thereunder and, unless otherwise specified, means such Act and such regulations as the same may hereafter be amended or restated from time to time and any successor legislation of comparable effect.

"Articles" means the articles, as that term is defined in the Act, of the Corporation.

"Board" means the board of directors of the Corporation from time to time.

"Business Day" means a day on which securities may be traded on the TSX Venture Exchange, the Toronto Stock Exchange or any other stock exchange on which the Common Shares are then listed.

"Common Shares" means the common shares in the capital of the Corporation.

"Conversion Notice" means a written notice to the transfer agent of the Restricted Voting Shares, in form and substance satisfactory to the Corporation and the transfer agent, executed by a person registered in the records of the Corporation or the transfer agent, as the case may be, as a holder of the Restricted Voting Shares, or by his or her attorney duly authorized in writing and specifying the number of Restricted Voting Shares which the holder thereof desires to have converted into Common Shares, and accompanied by: (a) if share certificates were issued to such holder, the share certificate or certificates representing the Restricted Voting Shares which such holder desires to convert; (b) a letter of transmittal, direction, transfer, power of attorney and/or such other documentation as is specified by the Corporation or the transfer agent for the Restricted Voting Shares, acting reasonably, as being required to give full effect to the conversion duly completed and executed by the person registered in the records of the Corporation or the transfer agent, as the case may be, as the holder of the Restricted Voting Shares to be converted or by his or her attorney duly authorized in writing; and (c) a duly completed and executed Residency Declaration or an opinion or memorandum of counsel (which may be the Corporation's counsel), in form and substance satisfactory to the Corporation and the transfer agent, to the effect that the conversion of such Restricted Voting Shares into Common Shares would not cause the Corporation to become a Domestic Issuer.

"**Corporation**" means the body corporate incorporated under the Act on November 5, 2014 under the name "Mira VI Acquisition Corp."

"**Domestic Issuer**" has the meaning ascribed thereto in Rule 902(e) of Regulation S under the 1933 Act.

"**Exclusionary Offer**" means an offer to purchase Restricted Voting Shares which must be made, by reason of applicable securities legislation or by the rules or policies of a stock exchange on which any shares of the Corporation are listed, to all or substantially all of the holders of Restricted Voting Shares.

"**Foreign Issuer**" has the meaning ascribed thereto in Rule 902(e) of Regulation S under the 1933 Act.

"**Fundamental Transaction**" means a reorganization, recapitalization, reclassification, merger or amalgamation or any similar transaction involving the Corporation.

"**Liquidation Event**" means a distribution of assets of the Corporation to its shareholders arising on the winding-up, liquidation or dissolution of the Corporation, whether voluntary or involuntary, or any other distribution of its assets for the purpose of winding up its affairs or otherwise.

"**Offer**" means an offer to purchase Common Shares which must be made, by reason of applicable securities legislation or by the rules or policies of a stock exchange on which any shares of the Corporation are listed, to all or substantially all of the holders of Common Shares any of whom are in or whose last address as shown on the books of the Corporation is in a province or territory of Canada to which the relevant requirement applies.

"**Offer Date**" means the date on which the Offer is made.

"**Residency Declaration**" means (i) a declaration by a person attesting that such person is not a resident of the United States and (ii) any indemnity required by the Corporation or the transfer agent in respect of such declaration in favour of the Corporation from the person providing the declaration, in each case in form approved by the Corporation from time to time.

"**Restricted Period**" means any time at which the Board reasonably believes that the Corporation is a Domestic Issuer or would become a Domestic Issuer as a result of the issuance of Common Shares pursuant to Section 3.8 hereof.

"**Restricted Voting Shares**" means the Class A Restricted Voting Shares in the capital of the Corporation.

"**United States**" means the United States of America, its territories and possessions, any State of the United States and the District of Columbia.

"**U.S. Holder Event**" means any time at which the Corporation is subject to the reporting requirements under Section 13(a) of the 1934 Act.



## ARTICLE 2 COMMON SHARES

### 2.1 Voting

Each Common Share entitles the holder to receive notice of and to attend any meeting of shareholders and to exercise one vote for each Common Share held at all meetings of shareholders of the Corporation, other than meetings at which only the holders of another class or series of shares are entitled to vote separately as a class or series. Except as provided otherwise herein or as required by law, holders of Common Shares and Restricted Voting Shares shall vote as one class at all meetings of shareholders of the Corporation.

### 2.2 Dividends

Subject to the Act, and subject to the rights of the shares of any other class ranking senior to the Common Shares with respect to priority in the payment of dividends, the holders of Common Shares shall be entitled to receive dividends, and the Corporation shall pay dividends thereon, as and when declared by the Board out of moneys properly applicable to the payment of dividends, *pari passe* with the holders of the Restricted Voting Shares on a per share basis, in such amount and in such form as the Board may from time to time determine; provided however that no dividend on the Common Shares shall be declared unless contemporaneously therewith the Board shall declare a dividend, payable at the same time as such dividend on the Common Shares, on each Restricted Voting Share. All dividends declared on the Common Shares and on the Restricted Voting Shares shall be declared and paid in equal amounts per share on all Common Shares and Restricted Voting Shares at the time outstanding on the applicable record data for such dividend. For purposes hereof, the payment of dividends by way of a stock dividend in Common Shares on the Common Shares and in Restricted Voting Shares on the Restricted Voting Shares in the same number per share shall be considered to be a *pari passu* payment of dividends.

### 2.3 Liquidation Event

Subject to the rights of the shares of any other class ranking senior to the Common Shares with respect to priority upon a Liquidation Event, in the event of a Liquidation Event, the holders of Common Shares and the holders of Restricted Voting Shares shall participate rateably in equal amounts per share, without preference or distinction, in the remaining assets of the Corporation.

### 2.4 Changes to Common Shares

The Common Shares shall not be subdivided, consolidated, reclassified or otherwise changed unless, contemporaneously therewith, the Restricted Voting Shares are subdivided, consolidated, reclassified or otherwise changed in the same proportion and in the same manner as the Common Shares.

## ARTICLE 3 RESTRICTED VOTING SHARES

### 3.1 Voting

Subject to Section 3.2, each Restricted Voting Share entitles the holder to receive notice of and to attend any meeting of shareholders of the Corporation and to

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exercise one vote for each Restricted Voting Share held at all meetings of shareholders of the Corporation, other than meetings at which only the holders of another class or series of shares are entitled to vote separately as a class or series. Except as provided otherwise herein or as required by law, holders of Common Shares and Restricted Voting Shares shall vote as one class at all meetings of shareholders of the Corporation.

### **3.2 Limitation on Voting Rights**

The Restricted Voting Shares carry no entitlement for the holder thereof to vote for the election or removal of directors of the Corporation.

### **3.3 Dividends**

Subject to the Act, and subject to the rights of the shares of any other class ranking senior to the Common Shares with respect to priority in the payment of dividends, the holders of Restricted Voting Shares shall be entitled to receive dividends, and the Corporation shall pay dividends thereon, as and when declared by the Board out of moneys properly applicable to the payment of dividends. *pari passe* with the holders of the Common Shares on a per share basis, in such amount and in such form as the Board may from time to time determine; provided however that no dividend on the Restricted Voting Shares shall be declared unless contemporaneously therewith the Board shall declare a dividend, payable at the same time as such dividend on the Restricted Voting Shares, on each Common Share. All dividends declared on the Common Shares and on the Restricted Voting Shares shall be declared and paid in equal amounts per share on all Common Shares and Restricted Voting Shares at the time outstanding on the applicable record date for such dividend. For purposes hereof, the payment of dividends by way of a stock dividend in Common Shares on the Common Shares and in Restricted Voting Shares on the Restricted Voting Shares in the same number per share shall be considered to be a *pari passu* payment of dividends.

### **3.4 Liquidation Event**

Subject to the rights of the shares of any other class ranking senior to the Restricted Voting Shares with respect to priority upon a Liquidation Event, in the event of a Liquidation Event, the holders of Restricted Voting Shares and the holders of Common Shares shall participate ratably in equal amounts per share, without preference or distinction, in the remaining assets of the Corporation.

### **3.5 Restrictions on Transfer**

No Restricted Voting Share shall be transferred by any holder thereof pursuant to an Exclusionary Offer unless, concurrently with the Exclusionary Offer, an offer to acquire Common Shares is made that is identical to the Exclusionary Offer in terms of price per share, percentage of outstanding shares to be taken up (exclusive of shares owned immediately before the Exclusionary Offer by the offeror) and in all other material respects (except with respect to any additional conditions that may be attached to the Exclusionary Offer).

### **3.6 Conversion at the Option of the Holder**

Each Restricted Voting Share may be converted into one Common Share, without payment of additional consideration, at the option of the holder thereof as follows:

- (a) each Restricted Voting Share may be so converted at any time that is not a Restricted Period or with the consent of the Board in accordance with the procedures set forth in Section 3.7;
- (b) if the Corporation determines that the Corporation has ceased to be a Foreign Issuer, the Corporation shall promptly notify the holders of Restricted Voting Shares in respect of such determination and, thereafter, each Restricted Voting Share may be so converted at any time and from time to time in accordance with the procedures set forth in Section 3.7; and
- (c) if there is an Offer, the Corporation shall promptly notify the holders of the Restricted Voting Shares of the Offer and commencing on the Offer Date until completion or termination of such Offer, each Restricted Voting Share shall be so convertible in accordance with the procedures set forth in Section 3.7.

### 3.7 Conversion Procedure

A holder of Restricted Voting Shares may convert all or any number of Restricted Voting Shares held by such holder into Common Shares in accordance with Section 3.6 upon delivery by the holder of such Restricted Voting Shares of a duly completed and executed Conversion Notice and upon receipt by the transfer agent of the Corporation of such notice and upon compliance with any requirements the transfer agent or the Corporation may reasonably request, the Corporation shall issue or cause to be issued the relevant number of fully paid Common Shares. The effective time of conversion shall be the close of business on the date of receipt of a valid Conversion Notice by the transfer agent of the Corporation and the Common Shares issuable upon conversion of such Restricted Voting Shares shall be deemed to be issued and outstanding of record as of such time.

### 3.8 Conversion at the Option of the Corporation

Each Restricted Voting Share may be converted into one Common Share, at any time and from time to time, at the option of the Corporation by delivery to a holder of the Restricted Voting Share of a notice indicating same and the holder of Restricted Voting Shares shall only have the right to receive the relevant number of Common Shares resulting from such conversion and any accrued and unpaid dividends on the Restricted Voting Shares so converted upon compliance with the terms of the notice. The effective time of conversion shall be the close of business on the date specified in the notice of the Corporation and the Common Shares issuable upon conversion of such Restricted Voting Shares shall be deemed to be issued and outstanding of record as of such time and the applicable Restricted Voting Shares shall be cancelled at that time.

### 3.9 Withdrawal of Conversion Notice

Despite any other provision hereof, a holder of a Restricted Voting Share that has duly presented a Conversion Notice may, at any time before such Restricted Voting Shares are converted and Common Shares are issued, by irrevocable written notice to the Corporation, advise the Corporation that the holder no longer desires that such Restricted Voting Shares be converted into Common Shares and, upon receipt of such written notice, the Corporation shall return to the holder the certificate(s) representing such Restricted Voting Shares, if any, and thereupon the Corporation shall cease to have any obligation to convert such Restricted Voting Shares hereunder unless

such Restricted Voting Shares are again tendered for conversion by the holder in accordance with the provisions hereof.

### **3.10 Fractional Common Shares**

The Corporation shall not issue fractional Common Shares in satisfaction of the conversion rights herein provided for. Where the exercise of conversion rights pursuant to this Article 3 would otherwise result in fractional Common Shares being issued, the number of Common Shares to be issued by the Corporation shall be rounded down to the nearest whole number of Common Shares. A determination of whether or not any fractional share would be issuable upon a conversion of Restricted Voting Shares shall be made on the basis of the total number of Restricted Voting Shares the holder has at the time converting into Common Shares and the appropriate number of Common Shares issuable upon conversion.

### **3.11 Dividend Entitlement**

A holder of Restricted Voting Shares on the record date for the determination of holders of Restricted Voting Shares entitled to receive a dividend declared payable on the Restricted Voting Shares will be entitled to such dividend notwithstanding that such share is converted after such record date and before the payment date of such dividend, and the holders of any Common Shares resulting from any conversion shall be entitled to rank equally with the holders of all other Common Shares in respect of all dividends declared payable to holders of Common Shares of record on any date on or after the date of conversion.

### **3.12 Adjustments**

- (a) If there shall occur any Fundamental Transaction involving the Corporation in which the Common Shares (but not the Restricted Voting Shares) are converted into or exchanged for securities, cash or other property (other than a transaction otherwise covered by this Section 3.12) then, following such Fundamental Transaction each Restricted Voting Share shall thereafter be convertible, in lieu of the Common Share into which it was convertible before such event, into the kind and amount of securities, cash or other property which a holder of the number of Common Shares issuable upon conversion of one Restricted Voting Share immediately before such Fundamental Transaction would have been entitled to receive pursuant to such transaction; and, in such case, appropriate adjustment (as determined by the Board) shall be made in the application of the provisions of this subsection 3.12(a) with respect to the rights and interests thereafter of the holders of the Restricted Voting Shares, to the end that the provisions set forth in this subsection 3.12(a) shall thereafter be applicable, as nearly as reasonably may be, in relation to any securities or other property thereafter deliverable upon the conversion of the Restricted Voting Shares.
- (b) The Restricted Voting Shares shall not be subdivided, consolidated, reclassified or otherwise changed unless, contemporaneously therewith, the Common Shares are subdivided, consolidated, reclassified or otherwise changed in the same proportion and in the same manner as the Restricted Voting Shares.

**ARTICLE 4**  
**MISCELLANEOUS**

**4.1           Miscellaneous**

Subject to the Act, the Board may establish, amend or repeal any procedures required to administer provisions set out in these Articles and to require any affidavit, declaration or other statement in connection with an issuance of Common Shares pursuant to a conversion permitted by Article 3.

9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:  
L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :

None.

10. Other provisions, (if any):  
Autres dispositions, s'il y a lieu :

None.

11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".  
Les déclarations exigées aux termes du paragraphe 178(2) de la *Loi sur les sociétés par actions* constituent l'annexe A.

12. A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B".  
Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe B.

These articles are signed in duplicate.  
Les présents statuts sont signés en double exemplaire.

Name and original signature of a director or authorized signing officer of each of the amalgamating corporations. Include the name of each corporation, the signatories name and description of office (e.g. president, secretary). Only a director or authorized signing officer can sign on behalf of the corporation. / Nom et signature originale d'un administrateur ou d'un signataire autorisé de chaque société qui fusionne. Indiquer la dénomination sociale de chaque société, le nom du signataire et sa fonction (p. ex. : président, secrétaire). Seul un administrateur ou un dirigeant habilité peut signer au nom de la société.

Perk Inc.

Names of Corporations / Dénomination sociale des sociétés

By / Par



Richard O'Connor

Chief Financial Officer

Signature / Signature

Print name of signatory /  
Nom du signataire en lettres moulées

Description of Office / Fonction

Playerize Network Inc.

Names of Corporations / Dénomination sociale des sociétés

By / Par



Richard O'Connor

Chief Financial Officer

Signature / Signature

Print name of signatory /  
Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /  
Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /  
Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /  
Nom du signataire en lettres moulées

Description of Office / Fonction

## SCHEDULE "A"

DIRECTOR'S STATEMENT  
PURSUANT TO SUBSECTION 178(2)  
OF THE *BUSINESS CORPORATIONS ACT* (ONTARIO)

Re: Amalgamation of Perk Inc. and Playerize Network Inc. ("Amalgamation") to form Perk Inc. (the "Amalgamated Corporation")

I, Richard O'Connor, a Director of Perk Inc. and Playerize Network Inc. (the "Amalgamating Corporations"), hereby certify as follows:

- (a) There are reasonable grounds for believing that:
  - (i) each Amalgamating Corporation is and the Amalgamated Corporation will be able to pay its liabilities as they become due;
  - (ii) the realizable value of the Amalgamated Corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
  - (iii) no creditor will be prejudiced by the Amalgamation.
- (b) No creditors have objected to the Amalgamation.

Dated June 29, 2017.

  
Richard O'Connor



## SCHEDULE "B-1"

### RESOLUTIONS OF THE BOARD OF DIRECTORS

OF

**PERK INC.**  
(the "Corporation")

#### Amalgamation with Playerize Network Inc.

#### WHEREAS:

- A. Playerize Network Inc. (the "Subsidiary") is, as of the date and time hereof, a wholly-owned subsidiary of the Corporation.
- B. The Subsidiary and the Corporation desire to amalgamate and continue as one corporation to be called **Perk Inc.** (the "Amalgamated Corporation").

#### NOW THEREFORE BE IT RESOLVED THAT:

- 1. The Corporation be and it is hereby authorized to amalgamate with the Subsidiary pursuant to sections 174 and 177 of the *Business Corporations Act* (Ontario) upon and subject to the following conditions:
  - (a) The shares of the Subsidiary shall be cancelled without any repayment of capital in respect thereof;
  - (b) The by-laws of the Amalgamated Corporation shall be the same as the by-laws of the Corporation;
  - (c) The Articles of Amalgamation shall be the same as the Articles of Incorporation of the Corporation dated November 5, 2014, as amended July 9, 2015 and June 10, 2016; and
  - (d) No securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the amalgamation.
- 2. Any director or officer of the Corporation hereby is authorized to execute all documents and do all things necessary or desirable to give effect to the foregoing.

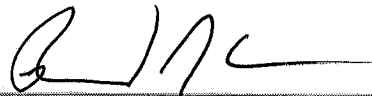
**Counterpart and Electronic Execution**

**RESOLVED THAT**

1. The Directors hereby agree that this Resolution may be signed in several counterparts each of which when executed shall be deemed to be an original, and such counterparts shall each constitute one and the same instrument and notwithstanding their date of execution shall be deemed to bear the date set out below.
2. The Directors hereby agree that the execution and delivery of a facsimile or other electronic transmission of this Resolution shall constitute delivery of an executed original and shall be binding upon the director whose signature appears on the transmitted copy.

~~~~~  
CERTIFIED to be a true and correct copy of a resolution approved by the Board of Directors of Perk Inc. which resolution is in full force and effect.

DATED June 2<sup>nd</sup>, 2017.



Chief Financial Officer – Richard O'Connor

## SCHEDULE "B-2"

### RESOLUTIONS OF THE BOARD OF DIRECTORS

OF

PLAYERIZE NETWORK INC.  
(the "Corporation")

Amalgamation with Perk Inc.

#### WHEREAS:

- A. The Corporation is, as of the date and time hereof, a wholly-owned subsidiary of Perk Inc. (the "Holding Corporation");
- B. The Corporation and the Holding Corporation desire to amalgamate and continue as one corporation to be called Perk Inc. (the "Amalgamated Corporation").

#### NOW THEREFORE BE IT RESOLVED THAT:

- 1. The Corporation be and it is hereby authorized to amalgamate with the Holding Corporation pursuant to sections 174 and 177 of the *Business Corporations Act* (Ontario) upon and subject to the following conditions:
  - (a) The shares of the Corporation shall be cancelled without any repayment of capital in respect thereof;
  - (b) The by-laws of the Amalgamated Corporation shall be the same as the by-laws of the Holding Corporation;
  - (c) The Articles of Amalgamation shall be the same as the Articles of Incorporation of the Holding Corporation dated November 5, 2014, as amended July 9, 2015 and June 10, 2016; and
  - (d) No securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the amalgamation.
- 2. Any director or officer of the Corporation hereby is authorized to execute all documents and do all things necessary or desirable to give effect to the foregoing.

**Counterpart and Electronic Execution**

**RESOLVED THAT**

1. The Directors hereby agree that this Resolution may be signed in several counterparts each of which when executed shall be deemed to be an original, and such counterparts shall each constitute one and the same instrument and notwithstanding their date of execution shall be deemed to bear the date set out below.
2. The Directors hereby agree that the execution and delivery of a facsimile or other electronic transmission of this Resolution shall constitute delivery of an executed original and shall be binding upon the director whose signature appears on the transmitted copy.

~~~~~  
CERTIFIED to be a true and correct copy of a resolution passed by the Board of Directors of Playerize Network Inc. which resolution is in full force and effect.

DATED June 2<sup>nd</sup>, 2017.

  
\_\_\_\_\_  
Chief Financial Officer – Richard O'Connor