

Exchange Data International - Readable Corporate Action Notice

Notice Reference: CONSD-7773703 - Produced on: 30 November 2021 17:51 UK time

Format Styles: Newly added value - ~~Previous value~~ - Core field value

- REFERENCE DATA -

County Capital 2 Ltd Ordinary Shares

Security Type	: Equity Shares
Isin	: CA22247D1087
Incorporation Country	: Canada
Listing Country	: Canada
Market	: TSX Venture Exchange
Local Code	: CTWO.P
Trading Currency	: Canadian \$
ISIN Code Change Date	: <u>1 December 2021</u>
Old ISIN	: CA22247D1087
New ISIN	: CA37636Y1097
Total listings in all markets	: 2

- EVENT DATA -

Event Name	: Consolidation
Event Number	: 7773703
Notice Status	: Updated Notice
First Created on	: 26 November 2021
Last Changed on	: 30 November 2021 17:51 UK time 30 November 2021 07:31 UK time
Event Grouping	: Reorganisation
Shareholder Participation	: Mandatory
Ex Date	: <u>1 December 2021</u>

- LINKED FROM EVENTS -

Linked From Event Name	: Issuer Name Change
Linked From Notice Reference	: ISCHG-66392
Linked From Last Changed On	: 30 November 2021 17:51 UK time

- PAYMENT OPTIONS -

Payment Option/Part	: 1/1
Option Type	: Stock
Default Option	: No
Outturn Security Type	: Equity Shares
Outturn EDI Security Number	: 6669496
Outturn Isin	: CA37636Y1097
Outturn Local Code	: CTWO.P
Stock Pay Type	: Credit
Fractions	: <u>Round Down</u>
Outturn Style	: New for Old
Ratio Numerator	: 1
Ratio Denominator	: 9.1871

- DOCUMENT NOTES -

Main Narrative Text

(Changes found - Previous/Current text length: 9050/12485)

(AS on 29/11/2021) CATSE

Bulletin 2021-1143

ORIGINAL LISTING TSX VENTURE EXCHANGE TRANSFER

Issuer: Givex Information Technology Group Limited (the Company)

Security:

Outstanding Securities Reserved Securities Trading Currency

Common Shares (the Shares)

34,842,908

CDNCAD

GIVX

Symbol CUSIP Issued and

115,108,304

Listing category: Industrial, Exempt Issuer

Trading currency: CDNCAD

Listing and posted for

trading date:

December 1, 2021 (at the opening)

Transaction and Name Change: Recently effected amalgamation (the Qualifying Transaction) involving County Capital 2 Ltd. (County), a capital pool company listed on TSX Venture Exchange (TSXV) (Symbol: CTWO.P), County Subco Corp., a wholly-owned subsidiary of County and Givex Corporation (Givex), a private corporation, and pursuant to which County changed its name to Givex Information Technology Group Limited. As a result of the Qualifying Transaction, County acquired all of the issued and outstanding shares of Givex, such that it became a whollyowned subsidiary of County.

Consolidation: Immediately prior to completion of the Qualifying Transaction, the common shares of County were consolidated on the basis

of one post-consolidated common share for every 9.1871 common shares issued and outstanding immediately before the consolidation (the Consolidation).

No fractional County common shares were issued pursuant to the Consolidation. Fractional entitlements were rounded down to the next lowest whole number.As a result of the Qualifying Transaction, shareholders of Givex will receive one Share of the Company after giving effect to the Consolidation for every Givex share held immediately prior to the Qualifying Transaction.

Other market(s): The Shares have been listed and trading on TSX Venture Exchange (the TSXV) under the symbol CTWO.P since

February 23, 2021. The Shares will be delisted from TSXV upon commencement of trading on TSX.

Temporary market maker: W.D. Latimer Co. Ltd.

Security ownership registration: Non-Certificated Inventory and Direct Registration System

Investor relations: Joe Donaldson Chief Marketing Officer

416-350-9660

joe.donaldson@givex.com

Incorporation: Business Corporations Act (British Columbia)

Fiscal year end: December 31

Nature of business: The Company operates as a full-suite omni-channel Gift Card, Loyalty Program, data analytics, Stored Value ticketing, payment processing solutions and cloud-based POS solutions provider.

Transfer agent and registrar: TSX Trust Company Inc. at its principal office in Toronto.

Dividends: The Company does not anticipate paying cash dividends on the Shares in the foreseeable future. Sponsorship: Not applicable.

Disclosure Document: Filing Statement dated November 14, 2021, which is available at SEDAR.com. Capitalized terms not otherwise defined herein are as defined in the Filing Statement.

TSX contact: Chris Birkett, Managing Director, Toronto Stock Exchange

(As on 29/11/2021)cacds

Bulletin Number: 2021-10334M

Event ID: E333202199602

Bulletin Type: Corporate Action

Category: Mandatory

Event Name: Mandatory Consolidation

CUSIP / ISIN: CA22247D1087

Security Description: COUNTY CAPITAL 2 LTD COM

Meeting Date:

Effective Date:

Options and Restrictions Information

Options

Default Description CDS Expiry Expiry CDS Payable Date

1 Yes CONSOLIDATION AND NAME CHANGE 02 Dec 2021

Submit

Qty ISIN/Security Description Price Currency

1.000000000000 (CA22247D1087) COUNTY CAPITAL 2 LTD COMMON

Receive

Qty ISIN/Security Description Price Currency

0.1088482763875 (CA37636Y1097) GIVEX INFORMATION TECHNOLOGY GROUP LIMITED COMMON

Additional Details

29NOV2021

Consolidation ratio: 1 post-consolidation common share for every 9.1871 pre-consolidation common shares.

(AS on 29/11/2021) CACDS
Bulletin Number: 2021-10334M
Event ID: E333202199602
Bulletin Type: Corporate Action
Category: Mandatory
Event Name: Mandatory Consolidation
CUSIP / ISIN: CA22247D1087
Security Description: COUNTY CAPITAL 2 LTD COM

Meeting Date:
Effective Date:
Options and Restrictions Information
Options

Default Description CDS Expiry Expiry CDS Payable Date
1 Yes CONSOLIDATION AND NAME CHANGE 02 Dec 2021

Submit

Qty ISIN/Security Description Price Currency

1.000000000000 (CA22247D1087) COUNTY CAPITAL 2 LTD COMMON
Receive

Qty ISIN/Security Description Price Currency

0.1088482763875 (CA37636Y1097) GIVEX INFORMATION TECHNOLOGY GROUP LIMITED COMMON
Additional Details
29NOV2021

Consolidation ratio: 1 post-consolidation common share for every 9.1871 pre-consolidation common shares.

(As on 25/11/2021) CANW B
County Capital 2 completes Givex acquisition QT
2021-11-25 14:45 ET - News Release

Mr. Don Gray reports

GIVEX INFORMATION TECHNOLOGY GROUP LIMITED (FORMERLY COUNTY CAPITAL 2 LTD.) ANNOUNCES COMPLETION OF QUALIFYING TRANSACTION

Givex Information Technology Group Ltd. (formerly County Capital 2 Ltd.) has completed the acquisition of all of the issued and outstanding securities of Givex Corp., constituting its qualifying transaction within the meaning of Policy 2.4 -- Capital Pool Companies of the TSX Venture Exchange. Prior to completion of the qualifying transaction, the corporation effected a consolidation of its outstanding common shares on the basis of one postconsolidation common share for every 9.1871 preconsolidation common shares and changed its name from County Capital 2 to Givex Information Technology Group.

“Completing our go-public transaction, including an upsized financing of CAD22-million, in under three months from announcement, is a testament to the extraordinary efforts undertaken by everyone involved,” commented Don Gray, chief executive officer of Givex. “We’re excited at what the future has in store for Givex, now that we have full access to the public markets”, continued Mr. Gray. “We’re grateful to our long-term and new shareholders for placing their trust in us as we continue Givex’s march toward solidifying its position among the world’s leading fintech companies.”

The qualifying transaction was completed by way of a business combination pursuant to which, among other things: (a) prior Givex merged with County Subco Corp., an entity incorporated for the purposes of the merger, pursuant to the provisions of the International Business Companies Act (Bahamas), following which Givex Corp. survived as the successor corporation; (b) all of the Class A ordinary shares of prior Givex, including those issued as a result of the conversion of the subscription receipts (as defined below), Class B ordinary shares of prior Givex and Class C preference shares of prior Givex outstanding immediately prior to the merger were exchanged for Class A ordinary shares of Mergeco, which Mergeco shares were subsequently exchanged with the corporation for postconsolidation common shares of the corporation on the basis of one Mergeco share for one resulting issuer share; and (c) all convertible securities of prior Givex were exchanged for convertible securities of the corporation on economically equivalent terms on the basis of the exchange ratio as further described in the filing statement of the corporation.

The corporation has received conditional approval from the TSX-V and the Toronto Stock Exchange to delist the resulting issuer shares from the TSX-V and concurrently list the resulting issuer shares on the TSX under the ticker symbol GIVX. Final approval will occur upon the issuance of the final exchange bulletin by the TSX. It is anticipated that trading of the resulting issuer shares under the new ticker symbol will commence on the TSX on or about Dec. 1, 2021.

Immediately following completion of the qualifying transaction, Tyler Lang and Paul Dinelle resigned from their positions as officer and directors of the corporation, as applicable, Rob Munro resigned from his position as officer of the corporation and Jeff Hergott resigned from his position as a director of the corporation, and the following individuals were appointed as officers and directors of the corporation:

` Mr. Gray, chief executive officer and director;
` Jim Woodside, chief financial officer and director;
` Michael Carr, lead independent director;
` Mr. Munro, director;
` Miles Evans, director;
` Brittain Brown, president;
` Graham Campbell, chief operating officer;
` Mo Chaar, chief commercial officer;
` Debra Demeza, executive vice-president, human resources;
` Mr. Hergott, corporate secretary.

Immediately before the completion of the qualifying transaction and upon the satisfaction of certain escrow release conditions, each of the 22 million subscription receipts issued by prior Givex on Nov. 12, 2021, pursuant to a concurrent brokered and non-brokered private placement were automatically converted, for no additional consideration, into one prior Givex Class A share and one-half of one prior Givex Class A share purchase warrant, with each prior Givex warrant exercisable to purchase one prior Givex Class A share at a price of CAD1.25 until Nov. 25, 2023. In connection with the merger, all such prior Givex Class A shares and Prior Givex warrants were exchanged for resulting issuer shares and warrants of the corporation on economically equivalent terms on the basis of the exchange ratio.

In connection with the subscription receipt financing, prior Givex issued an aggregate of 1,538,600 compensation options to certain agents and advisers, each prior Givex compensation option exercisable to acquire one unit of prior Givex comprising one Prior Givex Class A share and one-half of one prior Givex warrant at a price of CAD1 per unit until Nov. 25, 2023. In connection with the merger, all such prior Givex compensation options were exchanged for compensation options of the corporation on economically equivalent terms on the basis of the exchange ratio.

No fractional resulting issuer shares were issued pursuant to the consolidation. If, as a result of the consolidation, a holder of preconsolidation common shares was otherwise entitled to a fraction of a resulting issuer share, the number of resulting issuer shares issuable to such holder was rounded down to the nearest whole number.

Following completion of the qualifying transaction, there are 115,108,304 resulting issuer shares outstanding, of which 90,213,300 resulting issuer shares, representing approximately 78.37 per cent of the currently issued and outstanding resulting issuer shares, are held by the former holders of prior Givex shares (not including the prior Givex shares issued upon the conversion of the subscription receipts). An aggregate of 65,120,081 resulting issuer shares are subject to a contractual hold period negotiated with agents in the subscription receipt financing, pursuant to which 50 per cent of such shares shall become freely tradeable on each of the dates that is 180 days and 270 days following completion of the qualifying transaction. For further information regarding the qualifying transaction and the corporation, please see the filing statement of County Capital 2 dated Nov. 14, 2021, which is available on SEDAR, as well as the corporation's news releases dated Sept. 8, 2021, Oct. 5, 2021, Oct. 12, 2021, Oct. 14, 2021, Nov. 12, 2021, and Nov. 15, 2021.

Shareholder meetings

The corporation also announces that all matters submitted to shareholders for approval as set out in detail in the corporation's management information circular dated Oct. 26, 2021, were approved at the special meeting of the shareholders of the corporation held on Nov. 24, 2021. Further information regarding the resolutions passed at the meeting can be found in the circular, which is available on the corporation's profile on SEDAR.

End Of Notice