

# Exchange Data International - Readable Corporate Action Notice

Notice Reference: ISCHG-66392 - 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 \$  
Total listings in all markets : 2

## - EVENT DATA -

Event Name : **Issuer Name Change**  
Event Number : 66392  
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 : **Static Reference**  
Effective Date : 1 December 2021  
Name Change Date : 1 December 2021  
Issuer Old Name : County Capital 2 Ltd  
Issuer New Name : Givex Information Technology Group Ltd

## - RELATED EVENTS -

Related Event Name : Consolidation  
Related Notice Reference : CONSD-7773703  
Related Last Changed On : 30 November 2021 17:51 UK time

## - DOCUMENT NOTES -

### Main Narrative Text

(Changes found - Previous/Current text length: 20450/23945)

(AS on 29/11/2021) CATSE

Bulletin 2021-1143

ORIGINAL LISTING TSX VENTURE EXCHANGE TRANSFER

Issuer: Givex Information Technology Group Limited (the Company )

Security:

Symbol CUSIP Issued and

Outstanding Securities Reserved Securities Trading Currency

Common Shares (the Shares )

GIVX

115,108,304

34,842,908

CDNCAD

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) CACVE

GIVEX INFORMATION TECHNOLOGY GROUP LIMITED (`GIVX`)

[formerly County Capital 2 Ltd. (`CTWO.P`)]

BULLETIN TYPE: Qualifying Transaction-Completed, Name Change and Consolidation, Private Placement-Brokered and Non-Brokered, Graduation

BULLETIN DATE: November 29, 2021

TSX Venture Tier 2 Company

TSX Venture Exchange (the `Exchange`) has accepted for filing Givex information Technology Group Limited's (formerly County Capital 2 Ltd., the `Company`) Qualifying Transaction (`QT`) described in its Filing Statement dated November 14, 2021. As a result, at the opening on December 1, 2021, the Company will no longer be considered a Capital Pool Company.

Pursuant to the business combination agreement dated November 12, 2021 (the `Business Combination Agreement`), the Company has indirectly acquired all the issued and outstanding shares of Givex Corporation (`Givex`) for a total of 90,213,300 post-consolidation common shares, excluding the common shares issued in the Private Placement - Brokered and Non-Brokered section below.

#### Name Change and Consolidation

Pursuant to a resolution passed by directors of the Company on November 12, 2021, the Company consolidated its capital on the basis of 1 post-consolidation common share for every 9.1871 pre-consolidation common shares. The name of the Company has also been changed to `Givex Information Technology Group Limited`.

#### Private Placement - Brokered and Non-Brokered

Prior to the completion of the QT, Givex completed brokered and non-brokered private placements of subscription receipts for total gross proceeds of 22,000,000. The subscription receipts issued at 1 per subscription receipt were indirectly exchanged into 22,000,000 common shares and 11,000,000 common share purchase warrants with an exercise price of 1.25 per share until November 25, 2023, all on a post-consolidation basis in the capital of the Company.

#### Graduation

TSX Venture Exchange has been advised that the Company's common shares will be listed and commence trading on Toronto Stock Exchange at the market opening on Wednesday, December 1, 2021 under the name `Givex Information Technology Group Limited.` with the symbol `GIVX`.

As a result of this Graduation, the Company's common shares will be delisted from TSXV at the commencement of trading on Toronto Stock Exchange.

Please refer to the Original Listing bulletin issued by the TSX dated November 29, 2021 for further information on the listing and the Filing Statement dated November 14, 2021, which is available on [www.sedar.com](http://www.sedar.com) for details of the QT.

(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.

(As on 15/11/2021) CANW-C

County Capital 2 files filing statement for QT

2021-11-15 16:44 ET - News Release

Mr. Robert Munro reports

COUNTY CAPITAL 2 LTD. ANNOUNCES FILING OF FILING STATEMENT IN CONNECTION WITH QUALIFYING TRANSACTION

County Capital 2 Ltd., following on the successful completion of Givex Corp.'s brokered and non-brokered offerings of subscription receipts for aggregate gross proceeds of cad22-million, previously announced on Nov. 12, 2021, has filed its filing statement on SEDAR in connection with the proposed business combination among Givex, County Capital 2 and a wholly owned subsidiary of County Capital 2 . The Proposed Transaction, once complete, is expected to result in the reverse takeover of CC2 (following completion of the Proposed Transaction, the `Resulting Issuer`) and will constitute CC2's Qualifying Transaction, as such term is defined in the policies of the TSX Venture Exchange. It is anticipated that the Proposed Transaction will close on or about November 25, 2021.

Givex and CC2 have received conditional approval to list the common shares of the Resulting Issuer on the Toronto Stock Exchange (the `TSX`) under ticker symbol `GIVX` following completion of the Proposed Transaction. Final approval is subject to Givex and the Resulting Issuer & 8206;meeting certain customary conditions required by the TSX. CC2 will issue a press release once & 8206;the TSX confirms the date when trading of the Shares is expected to commence on the TSX. & 8206;

Investors are encouraged to review the Filing Statement on the CC2's SEDAR profile at [www.sedar.com](http://www.sedar.com) as well as the news releases of CC2 dated October 5, 2021, October 12, 2021 and November 12, 2021. The Filing Statement provides detailed information about, among other things, the Proposed Transaction, CC2, Givex and the Resulting Issuer. Investors are cautioned that, except as disclosed in the Filing Statement, any information released or received with respect to the Proposed Transaction may not be accurate or complete and should not be relied upon.

(As on 12/10/2021) CANW B

County Capital arranges CAD10-million financing

2021-10-12 16:24 ET - News Release

Mr. Robert Munro reports

COUNTY CAPITAL 2 LTD. AND GIVEX CORPORATION ANNOUNCES CAD10 MILLION PRIVATE PLACEMENT IN CONNECTION WITH QUALIFYING TRANSACTION

Further to its press release dated Oct. 5, 2021, County Capital 2 Ltd. has provided further details of its proposed qualifying transaction with Givex Corp. The transaction, once complete, is expected to result in the reverse takeover of County Capital and will constitute

County Capital's qualifying transaction, as such term is defined in the policies of the TSX Venture Exchange.

#### Subscription receipt financing

In connection with the proposed transaction, Givex has entered into an engagement agreement with Research Capital Corp. to act as lead agent and sole book runner, on behalf of a syndicate of agents, including Canaccord Genuity Corp. and Paradigm Capital Inc., in connection with a private placement offering, on a commercially reasonable best efforts basis, for minimum gross proceeds of CAD10-million in subscription receipts of Givex at a price per subscription receipt to be determined in the context of the market.

Immediately prior to the closing of the proposed transaction, and provided the escrow release conditions (defined herein) are satisfied or waived (to the extent waiver is permitted), each one subscription receipt shall be exchanged automatically, for no additional consideration and with no further action on the part of the holder thereof, into one unit of Givex.

Each unit will consist of one common share of Givex and one-half of one common share purchase warrant. Each underlying warrant will entitle the holder to purchase one common share of Givex at an exercise price per warrant share to be determined in the context of the market until the date that is 24 months following the date of the RTO closing.

In connection with the proposed transaction, it is intended that, among other things: (i) the subscription receipts will be converted into underlying shares and underlying warrants; (ii) all of the outstanding common shares of Givex (including the underlying shares) will be exchanged for common shares of the resulting issuer on a basis of one resulting issuer share for each one Givex share; (iii) the underlying warrants and the compensation options (defined herein) will be exchanged for warrants and options, respectively, of the resulting issuer with the number and the exercise price adjusted based on the exchange ratio; and (iv) County Capital will change its name to Givex Corp.

The agents will be granted an option to offer for sale up to an additional 15 per cent of the number of subscription receipts sold in the offering at the offering price, which overallotment option shall be exercisable, in whole or in part, at any time up to 48 hours prior to the closing of the offering.

The net proceeds from the offering will be used to complete the proposed transaction and for working capital and general corporate purposes.

Upon closing of the offering, the gross proceeds (less 50 per cent of the agents' fees (defined herein) and expenses of the agents payable on the closing date of the offering) will be delivered to and held by a licensed Canadian trust company or other escrow agent pursuant to the terms of a subscription receipt agreement to be entered into on the closing date of the offering among the company, the lead agent and the escrow agent. The escrowed funds (less the remaining 50 per cent of the agents' fees and any remaining costs and expenses of the agents) will be released (together with the interest thereon) to Givex upon satisfaction of the following escrow release conditions and the agents receiving a certificate from Givex prior to the termination time (defined herein) to the effect that:

- ` The completion, satisfaction or waiver of all conditions precedent to the proposed transaction in accordance with the definitive agreement to be entered into between Givex and County Capital in respect of the proposed transaction, to the satisfaction of the agents;
- ` The receipt of all required shareholder and regulatory approvals, including, without limitation, the conditional approval of the TSX Venture Exchange for the listing of the resulting issuer shares on the TSX-V and the proposed transaction;
- ` The resulting issuer securities issued in exchange for the underlying securities not being subject to any statutory or other hold period in Canada;
- ` The representations and warranties of the company contained in the agency agreement to be entered into in connection with the offering being true and accurate in all material respects, as if made on and as of the escrow release date;
- ` The company and the agents having delivered a joint notice and direction to the escrow agent, confirming that the conditions set forth above have been met or waived.

If (i) the satisfaction of the escrow release conditions does not occur on or prior to the date that is 120 days following the closing date of the offering, or such other date as may be mutually agreed to in writing among Givex, County Capital and the lead agent, or (ii) Givex has advised the agents or the public that it does not intend to proceed with the proposed transaction, then all of the issued and outstanding subscription receipts shall be cancelled and the escrowed funds shall be used to pay holders of subscription receipts an amount equal to the offering price of the subscription receipts held by them (plus an amount equal to a pro rata share of any interest or other income earned thereon). If the escrowed funds are not sufficient to satisfy the aggregate offering price paid for the then issued and outstanding subscription receipts (plus an amount equal to a pro rata share of the interest earned thereon), it shall be Givex's sole responsibility and liability to contribute such amounts as are necessary to satisfy any such shortfall.

The securities to be issued under the offering will be offered by way of private placement in each of the provinces of Canada and such other jurisdictions as may be determined by Givex and the lead agent, in each case, pursuant to applicable exemptions from the prospectus requirements under applicable securities laws.

The offering is expected to close on or about the week of Nov. 8, 2021, or such other date as agreed upon between Givex and the lead agent, and is subject to certain conditions set out in the agency agreement. In connection with, and as a condition to, the completion of the proposed transaction, the resulting issuer shares (including those issued in exchange for the underlying shares and issuable pursuant to the warrants and options of the resulting issuer) will be listed on the TSX-V.

In connection with the offering, the agents will receive an aggregate cash fee equal to 7 per cent of the gross proceeds from the offering, including in respect of any exercise of the overallotment option. The agents will also be issued compensation options equal in number to 7 per cent of the number of subscription receipts sold under the offering, including in respect of any exercise of the overallotment option. Each compensation option shall be exercisable to acquire one unit for a period of 24 months following the RTO closing date at the offering price. Upon the completion of the proposed transaction, the compensation options will be

exchanged for compensation options of the resulting issuer on equivalent terms.

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*End Of Notice*