

NOTICE OF SETTLEMENT APPROVAL OF THE GUESTLOGIX INC. SECURITIES CLASS ACTION

This Notice is directed to all persons or entities, other than “Excluded Persons”, who acquired securities of Guestlogix Inc. (“Guestlogix”) during the period from June 8, 2015 to and including November 12, 2015 (the “Class Period”), and who held some or all of those securities at the close of trading on November 12, 2015 (the “Class” or “Class Members”).

Read this notice carefully as it may affect your rights. You may need to take prompt action

CLAIM DEADLINE (to file a claim for compensation): **November 17, 2020**

COURT APPROVAL OF THE CLASS ACTION SETTLEMENT

- In 2016, a proposed securities class action was commenced against Guestlogix and two of its former officers, Brett Proud and Patrick Leung, in the Ontario Superior Court of Justice (the “**Court**”). It is alleged that during the Class Period, the Defendants made or authorized the making of misrepresentations and/or omissions of material fact regarding credit facilities that Guestlogix had entered into and in regard to financial covenants pertaining to those credit facilities.
- On June 17, 2020, the Court certified the class action on consent for settlement purposes only. Certification by the Court is not a decision on the merits of the Class Action.
- **The Defendants do not admit any wrongdoing or liability on their part and the Court has not made any findings of wrongdoing or liability in respect of the Defendants in this class action.**
- On June 11, 2020, the Plaintiff and the Defendants executed an agreement to settle this action (the “**Settlement Agreement**”).
- Under the Settlement Agreement, the Defendants will pay or cause to be paid CAD \$1,275,000 (the “**Settlement Amount**”) in full and final settlement of all claims against them, including lawyers’ fees and administration costs, in return for releases and a dismissal of the class action.
- On August 13, 2020, the Court approved the Settlement Agreement and ordered that it be implemented in accordance with its terms.
- The Court also awarded Class Counsel legal fees in the amount of \$357,000, which is 28% of \$1,275,000, plus 28% of the interest accrued on the Settlement Amount, plus their disbursements, plus taxes, to be paid from the Settlement Amount. Class Counsel has not been paid as the matter has proceeded over the last four years, and has funded all of the out-of-pocket expenses of conducting the litigation.

- The Settlement Agreement and various other Court-approved and Court-issued documents set out the procedures applicable to the settlement of the class action (the “Settlement”).

ADMINISTRATION OF THE SETTLEMENT

- The Court has also appointed Class Counsel (“Spark LLP”), as the Administrator of the Settlement. As Administrator, Class Counsel will, among other things: (i) receive and process the Claim Forms; (ii) make determinations of each Class Member’s eligibility for compensation pursuant to the Plan of Allocation; (iii) communicate with Class Members regarding their eligibility for compensation; and (iv) manage and distribute the Settlement Amount.

Class Counsel can be contacted at:

Guestlogix Class Action Counsel
Spark LLP c/o Jacqueline Horvat
Tel: 866-203-6184
Email: Guestlogix@spark.law

CLASS MEMBERS’ ENTITLEMENT TO COMPENSATION

- Class Members will be eligible for compensation pursuant to the Settlement if they submit a completed Claim Form, including any required supporting documentation, to the Administrator by the Claim Deadline.
- To be eligible for compensation under the Settlement, Class Members must email their Claim Form to Class Counsel **no later than Tuesday, November 17, 2020 at 11:59pm** (the “Claim Deadline”).
- Only Class Members are permitted to participate in the Settlement. In particular, the following persons are not permitted to participate in the Settlement:
 - (1) “**Excluded Persons**”, which are defined as Guestlogix’s subsidiaries, affiliates, officers, directors, senior employees, and their respective legal representatives, heirs, predecessors, successors and assigns, as well as any member of Defendant Proud or Leung’s immediate families, and any entity in which any of the foregoing has or had any legal or de facto controlling interest during the Class Period; and
 - (2) persons or entities who have previously opted out of this class action in accordance with the Settlement Agreement.
- The Settlement Amount, less administration costs and lawyers’ fees and disbursements, will be distributed in accordance with the Court-approved and supervised Plan of Allocation, which can be reviewed at: <http://www.spark.law/Guestlogix>
- Each Class Member who has filed a valid claim will receive a portion of the Settlement Amount, as set out in the Plan of Allocation.

- If there is a positive balance after one hundred and eighty (180) days from the date of distribution of the Settlement Amount to Class Members in an amount greater than 15% of the net Settlement Amount, Class Counsel shall, if economically feasible, allocate and distribute this balance among Class Members in an equitable fashion up to the limit of each Class Member's actual loss. If there remains a positive balance after that, or the balance that remains is less than 15% of the net Settlement Amount, Class Counsel shall donate the funds to a recipient that is mutually agreed upon by the Parties and/or approved by the Court.

COPIES OF THE SETTLEMENT DOCUMENTS

- Copies of the Settlement Agreement, the Plan of Allocation, the Claim Form and the Orders of the Court approving the Settlement and Class Counsel's fees may be found at <http://www.spark.law/Guestlogix> or by contacting Class Counsel at the contact information provided above

INTERPRETATION

- If there is a conflict between the provisions of this Notice and the Settlement Agreement, the terms of the Settlement Agreement will prevail.

The Ontario Superior Court of Justice has authorized distribution of this Notice.

Questions about this Notice should NOT be directed to the Court