

FORM 10

NOTICE OF PROPOSED SIGNIFICANT TRANSACTION (not involving an issuance or potential issuance of a listed security)¹

Name of Listed Issuer: Cover Technologies Inc. (the "Issuer").

Trading Symbol: COVE

Issued and Outstanding Securities of the Issuer Prior to Transaction: 22,805,163

Date of News Release Fully Disclosing the Transaction: February 26, 2021

1. Transaction

1. Provide details of the transaction including the date, description and location of assets, if applicable, parties to and type of agreement (eg: sale, option, license, contract for Investor Relations Activities etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: The Issuer has retained the following service providers to provide marketing services for the Issuer:

1) Hyperdrive Interactive ("Hyperdrive") has been retained to lead digital marketing campaigns for the Issuer with an objective of gaining a better understanding of its target audience, leveraging cutting edge technologies such as Salesforce Marketing Cloud and the Salesforce suite of tools. Hyperdrive will primarily be tasked with digital marketing services to increase public awareness of and interest in the Issuer. The service agreement with Hyperdrive has a term of six months with total consideration of \$131,250 USD over the term.

2) Young & Digital Holdings Inc. ("Y&D") has been retained to create webpages, form strategies for driving conversions, and to execute digital promotions. Y&D will primarily be tasked with Web development, strategic planning, forming and executing advertising campaigns for the Issuer. The service agreement with Y&D has a term of six months with total consideration of \$285,000 plus tax over the term.

3) Think Ink Marketing Data and Email Services ("Think Ink") has been retained to provide and manage a public relations campaign for the Issuer, to increase public awareness of the Issuer and its products, services, and securities. Think Ink will primarily be tasked with carrying out a public relations campaign to increase public awareness of the Issuer and its products,

¹ If the transaction involved the issuance of securities, other than debt securities that are not convertible into listed securities, use Form 9.

services, and securities. The services agreement with Think Ink has a term of six months with total consideration of USD \$250,000 plus tax over the term.

The Issuer has paid initial deposits with each of the service providers, however no services have been performed under any of the service agreements as of April 26, 2021.

2. Provide the following information in relation to the total consideration for the transaction (including details of all cash, non-convertible debt securities or other consideration) and any required work commitments:
 - (a) Total aggregate consideration in Canadian dollars: \$760,800 CAD (based on exchange rate of \$381,250 USD exchanged at 1.2480 CAD from Bank of Canada on March 15, 2021)
 - (b) Cash: \$381,250 USD & \$285,000 + tax CAD
 - (c) Other: N/A.
 - (d) Work commitments: N/A.
3. State how the purchase or sale price and the terms of any agreement were determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc). Hyperdrive, Y&D, Think Ink and the Issuer each negotiated the services to be covered under the service agreements.
4. Provide details of any appraisal or valuation of the subject of the transaction known to management of the Issuer: This is not applicable to this transaction.
5. If the transaction is an acquisition, details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: This is not applicable to this transaction.
6. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the transaction (including warrants, options, etc.): This is not applicable to this transaction.
 - (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the transaction (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): _____.
 - (b) Cash _____.
 - (c) Other _____.

7. State whether the vendor, sales agent, broker or other person receiving compensation in connection with the transaction is a Related Person or has any other relationship with the Issuer and provide details of the relationship. The Issuer, Hyperdrive, Y&D and Think Ink are all arm's length parties to each other.
8. If applicable, indicate whether the transaction is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. This is not applicable to this transaction.

2. Development

Provide details of the development. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: This is not applicable to this transaction.

3. Certificate of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. To the knowledge of the Issuer, at the time an agreement in principle was reached, no party to the transaction had knowledge of any undisclosed material information relating to the Issuer, other than in relation to the transaction.
3. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
4. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
5. All of the information in this Form 10 Notice of Proposed Significant Transaction is true.

Dated April 26, 2021.

Tony Louie
Name of Director or Senior
Officer

"Tony Louie"
Signature

Chief Executive Officer
Official Capacity