

## FORM 8

### NOTICE OF PROPOSED PROSPECTUS OFFERING

Please complete the following:

Name of Listed Issuer: Perk Labs Inc. (the "Issuer").

Trading Symbol: PERK

Date: July 29, 2020

Is this an updating or amending Notice: No

If yes provide date(s) of prior Notices: \_\_\_\_\_.

Issued and Outstanding Securities of Issuer Prior to Proposed Prospectus Offering:  
141,710,289

Date of News Release Announcing Proposed Prospectus Offering: July 29, 2020 .  
(or provide explanation if news release not disseminated yet and expected date or circumstances that are expected to trigger news release dissemination)

#### 1. Prospectus Offering

1. Description of securities to be issued:

- (a) Class Common shares .
- (b) Number Up to \$2 million .
- (c) Price per security Not fixed .
- (d) Voting rights One vote per common share. .

2. Provide details of the net proceeds to the Issuer as follows:

- (a) Per security: Not fixed \_\_\_\_\_ .
- (b) Aggregate proceeds: Up to \$2 million. .

3. Provide description of any Warrants (or options) including:
- (a) Number N/A .
  - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) N/A .
  - (c) Exercise price N/A .
  - (d) Expiry date N/A .
  - (e) Other significant terms N/A .
4. Provide the following information if debt securities are to be issued:
- (a) Aggregate principal amount N/A .
  - (b) Maturity date N/A .
  - (c) Interest rate N/A .
  - (d) Conversion terms N/A .
  - (e) Default provisions N/A .
5. Details of currently issued and outstanding shares of each class of shares of the Issuer: There are 141,710,289 common shares currently issued and outstanding.
6. Describe any unusual particulars of the offering (i.e. tax “flow through” shares, special warrants, etc.).
- The offering will be an “at-the-market” offering on the Canadian Securities Exchange or other marketplace in Canada .
7. Provide details of the use of the proceeds: The net proceeds will be used for investment in sales and marketing initiatives to attract and sign up restaurants to the Perk Hero App, to continue development of the Perk Hero App through a series of build-measure-learn iterations and moving beyond the restaurant vertical, and for general working capital purposes.

8. Provide particulars of any proceeds of the offering which are to be paid to Related Persons of the Issuer: N/A
9. Provide details of the amounts and sources of any other funds that will be available to the Issuer prior to or concurrently with the completion of the offering: None.
10. 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 offering (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker, finder or other person receiving compensation in connection with the offering (name, address, beneficial ownership where applicable) Echelon Wealth Partners Inc. 1 Adelaide St. East, Suite 2100, Toronto, ON M5C 2V9.
  - (b) Cash Up to \$60,000 (3% of the gross proceeds of the Offering)
  - (c) Securities None.
  - (d) Other None.
  - (e) Expiry date of any options, warrants etc. N/A
  - (f) Exercise price of any options, warrants etc. N/A
11. State whether the sales agent, broker, dealer, finder, or other person receiving compensation in connection with the offering is a Related Person of the Issuer with details of the relationship: No.
12. Provide details of the manner in which the securities being offered are to be distributed. Include details of agency agreements and sub-agency agreements outstanding or proposed to be made including any assignments or proposed assignments of any such agreements and any rights of first refusal on future offerings: The securities are to be distributed in an "at-the-market" distribution being conducted pursuant to an equity distribution agreement dated July 28, 2020 between Echelon Wealth Partners Inc. and the Issuer.

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13. Attach any term sheet, engagement letter or other document setting out terms, conditions or features of the proposed offering.

## 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 on behalf of the Issuer.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. 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).
4. All of the information in this Form 8 Notice of Proposed Prospectus Offering is true.

Dated July 29, 2020 \_\_\_\_\_.

Jonathan Hoyles

Name of Director or Senior

Officer

DocuSigned by:

Jonathan Hoyles

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Signature

Chief Executive Officer

Official Capacity