

## FORM 10

### **NOTICE OF PROPOSED SIGNIFICANT TRANSACTION (not involving an issuance or potential issuance of a listed security)<sup>1</sup>**

Name of Listed Issuer: Mobi724 Global Solutions Inc. (the "Issuer").

Trading Symbol: MOS

Issued and Outstanding Securities of the Issuer Prior to Transaction: 82,720,382

Date of News Release Fully Disclosing the Transaction: February 19, 2015

#### **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:

On December 22, 2015, the Issuer successfully completed the acquisition of 100% of the issued and outstanding shares of IQ 7/24 Inc. (the "Shares of IQ 7/24"), a leading Canadian provider of loyalty and customer-engagement solutions. IQ 7/24 is based in Montreal and has activities in Canada and in the USA.

IQ 7/24 specializes in loyalty programs and as such will be a strategic added value to the Issuer's worldwide offering of digital couponing and payment solutions. The amalgamation of both companies' talent, technology and customer base will fuel the growth trajectory. IQ 7/24's client portfolio includes a wide range of Canadian companies including some of Canada's leading brands.

The aforementioned transaction includes an equity investment of \$500,000 by Mobi724 in IQ 7/24 (the "Equity Investment"), exclusively for the purpose of growing IQ 7/24's business. An initial \$100,000 of the Equity Investment was disbursed at the date of the closing of the transaction on December 22, 2015, a second tranche of \$150,000 of the Equity Investment will be paid prior to December 31, 2015 and the remaining amount of \$250,000 of the Equity

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

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Investment will be disbursed in 3 instalments in January, February and March 2016. The purchase price for the Shares of IQ 7/24 will be paid in 2018 and will be based on agreed upon multiples of the revenue generated by IQ 7/24 in 2017 and during the first 6 months of 2018. The Equity Investment will be applied towards the purchase price of the Shares of IQ 7/24 acquired on December 22, 2015 and the payment of the balance of the purchase price (the "Balance") will be paid 70% in cash and 30% in common shares of Mobi724 however the sellers have the option of receiving a larger percentage of the Balance in common shares of Mobi724 and a lower percentage of the Balance in cash.

The transaction is subject to the procedural formality of IQ 7/24 obtaining approval from two (2) financial institutions.

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: To be determined in 2018 (see explanation above in section 1).
- (b) Cash: \$500,000 to grow IQ 7/24's business.
- (c) Other: Number of shares and amount of cash to be determined in 2018 (see explanation above in Section1).
- (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.):

The purchase price and the terms of the agreements were determined through arm's-length negotiations and were duly approved by the audit committee and the board of directors of Mobi724.

4. Provide details of any appraisal or valuation of the subject of the transaction known to management of the Issuer: The Value will be determined in 2018 based on a formula explained in section 1.

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: The issuer executed a due diligence by reviewing all aspects of the acquired company (legal, business, finance and other).

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.):
- (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):N/A.
  - (b) Cash N/A
  - (c) Other N/A
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:  
N/A
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. N/A

### **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: December 22, 2015.

Luc Charbonneau  
Name of Director or Senior  
Officer

*(s) Luc Charbonneau*

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Signature

CFO  
Official Capacity