

FORM 45-102F1

Notice of Intention to Distribute Securities under Section 2.8 of

NI 45-102 *Resale of Securities*

Reporting issuer

1. Name of reporting issuer:

Clarke Inc. (the "Issuer")

Selling security holder

2. Your name:

**George Armoyan
Simé Armoyan**

3. The offices or positions you hold in the reporting issuer:

George Armoyan is Executive Chairman and Director of the Issuer.

4. Are you selling securities as a lender, pledgee, mortgagee or other encumbrancer?

No.

5. Number and class of securities of the reporting issuer you beneficially own:

- *3,000,000 Common Shares held through G2S2 Capital Inc., a corporation beneficially owned by George Armoyan & Simé Armoyan*
- *2,577,665 Common Shares held through Geosam Capital Inc., a corporation beneficially owned by George Armoyan & Simé Armoyan*
- *1,700,000 Common Shares held through Scotia Learning Centres Incorporated, a corporation beneficially owned by George Armoyan & Simé Armoyan*

Distribution

6. Number and class of securities you propose to sell:

Up to 500,000 Common Shares owned by Scotia Learning Centres Incorporated.

7. Will you sell the securities privately or on an exchange or market? If on an exchange or market, provide the name.

The securities may be sold privately and/or through the facilities of the Toronto Stock Exchange or similar alternatives.

Warning

It is an offence to submit information that, in a material respect and in light of the circumstances in which it is submitted, is misleading or untrue.

Certificate

I certify that:

(1) I have no knowledge of a material fact or material change with respect to the issuer of the securities that has not been generally disclosed; and

(2) the information given in this form is true and complete.

Date: April 17, 2019

George Armoyan

Your name (Selling security holder)

(signed) George Armoyan

Your signature (or, if a company, the signature of your authorized signatory)

Not applicable

Name of your authorized signatory

Simé Armoyan

Your name (Selling security holder)

(signed) Simé Armoyan

Your signature (or, if a company, the signature of your authorized signatory)

Not applicable

Name of your authorized signatory