

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. ("Clarke")

Selling security holder

2. Your name:

G2S2 Capital Inc. ("G2S2")

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

G2S2 holds 20% or more of the issued and outstanding common shares of Clarke ("Common Shares"). George Armoyan, Executive Chairman of G2S2, is the Chairman, President & CEO of Clarke.

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:

G2S2 beneficially owns 10,399,101 Common Shares and \$7,340,000 principal amount of Series B Convertible Debentures, which are convertible into an additional approximately 534,205 Common Shares.

Distribution

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

Up to 1,399,101 Common Shares.

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

The Common Shares will be sold on the Toronto Stock Exchange and/or alternative Canadian trading systems.

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: May 26, 2022

G2S2 Capital Inc.

.....
Your name (Selling security holder)

"George Armoyan"

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

George Armoyan, Executive Chairman

.....
Name of your authorized signatory