

NEVIS HOLDINGS LIMITED

November 14, 2018

TECSYS Inc.
Suite 800
1 Place Alexis Nihon
Montréal, Québec
H3Z 3B8
(the "**Purchaser**")

Dear Sirs/Mesdames:

This Disclosure Letter is provided by OD Exchange Ltd. (the "**Vendor**") pursuant to the agreement of purchase and sale (the "**Share Purchase Agreement**") dated as of the date hereof entered into between the Purchaser, the Vendor, ODHold Ltd., Nevis Holdings Limited and OrderDynamics Corporation. The Schedules to this Disclosure Letter are incorporated herein by reference and form a part hereof as if set out in full herein. Any capitalized terms used but not defined in this Disclosure Letter shall have the respective meanings attributed to such terms in the Share Purchase Agreement.

The section numbers in the Schedules to this Disclosure Letter correspond to the section numbers in the Share Purchase Agreement. Any information disclosed in any Schedule to this Disclosure Letter shall be deemed to be disclosed and incorporated in any other Schedule to this Disclosure Letter to the extent that the relevance of such disclosure to such other Schedule is readily apparent.

The description of any document in this Disclosure Letter (including the Schedules hereto) is qualified in all respects by reference to such document to the extent such document has been made available to the Purchaser or its advisors on or before the time of delivery of this Disclosure Letter to the Purchaser.

References to documents in the Disclosure Schedules are references to documents contained in the electronically stored folders on the USB stick of which each of the signatories to this Disclosure Letter have a copy.

The information disclosed in this Disclosure Letter is in all respects subject to the confidentiality provisions of the Share Purchase Agreement.

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Please acknowledge receipt of this Disclosure Letter by signing below.

Yours very truly,

OD EXCHANGE LTD.

By: (s) Paul Davidson
Name: Paul Davidson
Title: Director

NEVIS HOLDINGS LIMITED

By: (s) Paul Davidson
Name: Paul Davidson
Title: Director

OD HOLD LTD.

By: (s) Paul Davidson
Name: Paul Davidson
Title: Director

ORDERDYNAMICS CORPORATION

By: (s) Paul Davidson
Name: Paul Davidson
Title: Director and Chairman

Receipt is acknowledged as of the 14 day of November, 2018.

TECSYS INC.

By: (s) Peter Brereton
Name: Peter Brereton
Title: President & CEO

By: (s) Mark J. Bentler
Name: Mark J. Bentler
Title: CFO & Secretary

Schedule 1.1(xx) - Optionholders

[Redacted]

Schedule 1.1(ccc) – Pay-out Indebtedness

[Redacted]

Schedule 1.1(ddd) – Permitted Liens

[Redacted]

[Redacted]

Schedule 1.1 (III) - Required Consents

Schedule 1.1(xxx)

[Redacted]

Schedule 2.1 – Purchased Shares

7925 Common Shares registered in name of the Vendor.

Schedule 2.5.1 – Estimated Closing Date Statement

[Redacted]

Schedule 3.2.6 – Required Consents

[Redacted]

Schedule 3.2.8(c) - Authorised and Issued Capital

1. The Corporation owns 1,000 shares of common stock in the Subsidiary (3.2.8(c)).

Schedule 3.2.10 - Stand-Alone Business/Sufficiency of Assets

[Redacted]

Schedule 3.2.11 – Corporate Records

[Redacted]

Schedule 3.2.12(d) – Conduct of Business in Ordinary Course

[Redacted]

Schedule 3.2.12 (f) – Conduct of Business in Ordinary Course

[Redacted]

Schedule 3.2.12(o) – Conduct of Business in Ordinary Course

[Redacted]

.

Schedule 3.2.13 - No Material Adverse Change

[Redacted]

Schedule 3.2.14 – Compliance with Laws

[Redacted]

Schedule 3.2.15 – Related Parties

[Redacted]

Schedule 3.2.18 - Leases

[Redacted]

Schedule 3.2.19 – Material Contracts

[Redacted]

Schedule 3.2.21(a) Required Authorizations

[Redacted]

Schedule 3.2.22 Intellectual Property

[Redacted]

Schedule 3.2.23 Product Service and Warranties

[Redacted]

Schedule 3.2.24 Customers and Suppliers

[Redacted]

Schedule 3.2.25 Books and Records

[Redacted]

Schedule 3.2.26 Financial Statements

[Redacted]

Schedule 3.2.27 No Undisclosed Liabilities

[Redacted]

Schedule 3.2.29 Bank Accounts and Powers of Attorney

[Redacted]

Schedule 3.2.30 Trade Allowances

[Redacted]

Schedule 3.2.31 Tax Matters

[Redacted]

Schedule 3.2.32 Employees

[Redacted]

Schedule 3.2.33 Employment Plans

[Redacted]

Schedule 3.2.34 Privacy

[Redacted]

Schedule 3.2.35 - Insurance

[Redacted]

Schedule 3.2.36 - Litigation

[Redacted]