

**APPENDIX C TO NATIONAL INSTRUMENT 41-101
GENERAL PROSPECTUS REQUIREMENTS**

**NON-ISSUER FORM OF SUBMISSION TO
JURISDICTION AND APPOINTMENT OF
AGENT FOR SERVICE OF PROCESS**

1. Name of issuer (the "**Issuer**"): Emblem Corp.
2. Jurisdiction of incorporation, or equivalent, of Issuer: Canada
3. Address of principal place of business of Issuer: 36 York Mills Road, Suite 500, Toronto, Ontario, M2P 2E9
4. Description of securities (the "**Securities**"):
 - (a) **Units.** Each Unit will be comprised of one common share in the capital of the Issuer ("**Common Share**") and one common share purchase warrant ("**Warrant**"). Each Warrant will entitle the holder thereof to acquire, subject to adjustment in certain circumstances, one Common Share at an exercise price of \$2.70 for a period of 24 months from the date of closing.
 - (b) **Debentures.** Each unsecured convertible debenture will bear interest at an annual rate of 8.00% payable in equal installments semi-annually.
5. Date of the prospectus (the "**Prospectus**") under which the Securities are offered: January 29, 2018
6. Name of person filing this form (the "**Filing Person**"): John H. Stewart
7. Filing Person's relationship to Issuer: Director
8. Jurisdiction of incorporation, or equivalent, of Filing Person, if applicable, or jurisdiction of residence of Filing Person: Florida

9. Address of principal place of business of Filing Person:
555 SE 6th Avenue, Apt 7C, Delray Beach, Florida 33483
10. Name of agent for service of process (the "**Agent**"): Emblem Corp.
11. Address for service of process of Agent in Canada (the address may be anywhere in Canada):
36 York Mills Road, Suite 500, Toronto, Ontario, M2P 2E9
12. The Filing Person designates and appoints the Agent at the address of the Agent stated above as its agent upon whom may be served any notice, pleading, subpoena, summons or other process in any action, investigation or administrative, criminal, quasi-criminal, penal or other proceeding (the "**Proceeding**") arising out of, relating to or concerning the distribution of the Securities made or purported to be made under the Prospectus, and irrevocably waives any right to raise as a defence in any such Proceeding any alleged lack of jurisdiction to bring the Proceeding.
13. The Filing Person irrevocably and unconditionally submits to the non-exclusive jurisdiction of
- (a) the judicial, quasi-judicial and administrative tribunals of each of the provinces of Canada in which the securities are distributed under the Prospectus; and
 - (b) any administrative proceeding in any such province,
- in any Proceeding arising out of or related to or concerning the distribution of the Securities made or purported to be made under the Prospectus.
14. Until six years after completion of the distribution of the Securities made under the Prospectus, the Filing Person shall file a new submission to jurisdiction and appointment of agent for service of process in this form at least 30 days before termination of this submission to jurisdiction and appointment of agent for service of process.
15. Until six years after completion of the distribution of the Securities under the Prospectus, the Filing Person shall file an amended submission to jurisdiction and appointment of agent for service of process at least 30 days before a change in the name or above address of the Agent.
16. This submission to jurisdiction and appointment of agent for service of process shall be governed by and construed in accordance with the laws of the Province of Ontario and the laws of Canada applicable therein.

Dated: January 29, 2018

"John H. Stewart"

Signature of Filing Person

John H. Stewart

Print name of person signing and, if the Filing Person is not an individual, the title of the person

AGENT

The undersigned accepts the appointment as agent for service of process of Emblem Corp. under the terms and conditions of the appointment of agent for service of process stated above.

Dated: January 29, 2018

“Alex Stojanovic”

Signature of Agent

Emblem Corp. (Alex Stojanovic – Chief Financial Officer)

Print name of person signing and, if Agent is not an individual, the title of the person