

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”):
Thinkific Labs Inc.
2. Jurisdiction of incorporation, or equivalent, of Issuer:
British Columbia, Canada
3. Address of principal place of business of Issuer:
#400 – 369 Terminal Avenue, Vancouver, BC V6A 4C4, Canada
4. Description of securities (the “Securities”):
Subordinate Voting Shares, Preferred Shares, Debt Securities, Warrants, Subscription Receipts and Units
5. Date of the prospectus (the “Prospectus”) under which the Securities are offered:
November 14, 2023
6. Name of person filing this form (the “Filing Person”):
Melanie Kalemba
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:
Texas, United States of America
9. Address of principal place of business of Filing Person:
#400 – 369 Terminal Avenue, Vancouver, BC V6A 4C4, Canada
10. Name of agent for service of process (the “Agent”):
Blakes Vancouver Services Inc.
11. Address for service of process of Agent in Canada (the address may be anywhere in Canada):
Suite 3500, The Stack, 1133 Melville Street, Vancouver, BC V6E 4E5, Canada
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 and territories 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 British Columbia.

Dated: November 14, 2023

(signed) Melanie Kalembo

Signature of Filing Person

Melanie Kalembo

Print name of person signing

AGENT

The undersigned accepts the appointment as agent for service of process of Katie Ann May under the terms and conditions of the appointment of agent for service of process stated above.

Dated: November 14, 2023

**BLAKES VANCOUVER SERVICES INC.,
C/O BLAKE, CASSELS & GRAYDON
LLP**

Per: (signed) Jeffrey Merrick

Signature of Agent

Name: Jeffrey Merrick

Title: Office Managing Partner

Agent: Blakes Vancouver Services Inc.