

**Q4 INC.
CERTIFICATE**

Reference is made to the special meeting (the “**Meeting**”) of shareholders of Q4 Inc. (the “**Company**”) scheduled to be held on January 24, 2024. The undersigned, the duly appointed General Counsel and Corporate Secretary of the Company, hereby certifies, for and on behalf of the Company, and not in his personal capacity, that:

1. the Company has arranged to have proxy-related materials for the Meeting sent in compliance with National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) to all beneficial owners of common shares of the Company at least 21 days before the date fixed for the Meeting;
2. the Company has arranged to have carried out all of the requirements of NI 54-101 in addition to those described in item 1 above in connection with the Meeting; and
3. the Company is relying upon Section 2.20 of NI 54-101 in connection with the abridgement of the time periods specified in Subsections 2.2(1) and 2.5(1) of NI 54-101 in respect of the Meeting.

DATED January 3, 2024.

Q4 INC.

By: (signed) “Kenneth Szeto”

Kenneth Szeto

General Counsel and Corporate Secretary