**CONSENT TO ACT AS DIRECTOR**

**TO: Scigit Inc.** (the “Corporation”)

**AND TO: The Shareholders thereof**

**I, THE UNDERSIGNED,** hereby:

1. consent to being elected and to acting as director of the above Corporation, such consent to take effect immediately and to continue in effect until I give written notice to the Corporation revoking such consent or until I otherwise cease to be a director of the Corporation;

2. consent to the holding of meetings of directors or of committees of directors by means of such telephone, electronic or other communication facilities as permit all persons participating in the meetings to communicate with each other simultaneously and instantaneously;

3. certify that I am a resident Canadian within the meaning of the *Business Corporations Act* (Ontario) and that I shall notify the Corporation forthwith in the event of a change in such status; and

4. confirm that the delivery of a copy of this consent and/or of signature page(s) by facsimile transmission or pdf e-mail shall constitute effective execution of this consent by the undersigned and may be used in lieu of the original consent for all purposes. Signature of the undersigned transmitted by facsimile or pdf e-mail shall be deemed to be an original signature for all purposes.

**DATED:** November 22, 2012.

Eric Chun Ho

151 Charles Street West, Suite 100

Kitchener, ON N2G 1H6

\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*

"Resident Canadian" is defined under the *Business Corporations Act* (Ontario) as an individual who is:

(a) a Canadian citizen ordinarily resident in Canada;

(b) a Canadian citizen not ordinarily resident in Canada who is a member of a prescribed class of persons; or

(c) a permanent resident within the meaning of the *Immigration Act (Canada)* and ordinarily resident in Canada.

**CONSENT TO ACT AS DIRECTOR**

**TO: Scigit Inc.** (the “Corporation”)

**AND TO: The Shareholders thereof**

**I, THE UNDERSIGNED,** hereby:

1. consent to being elected and to acting as director of the above Corporation, such consent to take effect immediately and to continue in effect until I give written notice to the Corporation revoking such consent or until I otherwise cease to be a director of the Corporation;

2. consent to the holding of meetings of directors or of committees of directors by means of such telephone, electronic or other communication facilities as permit all persons participating in the meetings to communicate with each other simultaneously and instantaneously;

3. certify that I am a resident Canadian within the meaning of the *Business Corporations Act* (Ontario) and that I shall notify the Corporation forthwith in the event of a change in such status; and

4. confirm that the delivery of a copy of this consent and/or of signature page(s) by facsimile transmission or pdf e-mail shall constitute effective execution of this consent by the undersigned and may be used in lieu of the original consent for all purposes. Signature of the undersigned transmitted by facsimile or pdf e-mail shall be deemed to be an original signature for all purposes.

**DATED:** November 22, 2012.

Doug Sherk

151 Charles Street West, Suite 100

Kitchener, ON N2G 1H6

\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*

"Resident Canadian" is defined under the *Business Corporations Act* (Ontario) as an individual who is:

(a) a Canadian citizen ordinarily resident in Canada;

(b) a Canadian citizen not ordinarily resident in Canada who is a member of a prescribed class of persons; or

(c) a permanent resident within the meaning of the *Immigration Act (Canada)* and ordinarily resident in Canada.

**CONSENT TO ACT AS DIRECTOR**

**TO: Scigit Inc.** (the “Corporation”)

**AND TO: The Shareholders thereof**

**I, THE UNDERSIGNED,** hereby:

1. consent to being elected and to acting as director of the above Corporation, such consent to take effect immediately and to continue in effect until I give written notice to the Corporation revoking such consent or until I otherwise cease to be a director of the Corporation;

2. consent to the holding of meetings of directors or of committees of directors by means of such telephone, electronic or other communication facilities as permit all persons participating in the meetings to communicate with each other simultaneously and instantaneously;

3. certify that I am a resident Canadian within the meaning of the *Business Corporations Act* (Ontario) and that I shall notify the Corporation forthwith in the event of a change in such status; and

4. confirm that the delivery of a copy of this consent and/or of signature page(s) by facsimile transmission or pdf e-mail shall constitute effective execution of this consent by the undersigned and may be used in lieu of the original consent for all purposes. Signature of the undersigned transmitted by facsimile or pdf e-mail shall be deemed to be an original signature for all purposes.

**DATED:** November 22, 2012.

Hanson Wang

151 Charles Street West, Suite 100

Kitchener, ON N2G 1H6

\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*

"Resident Canadian" is defined under the *Business Corporations Act* (Ontario) as an individual who is:

(a) a Canadian citizen ordinarily resident in Canada;

(b) a Canadian citizen not ordinarily resident in Canada who is a member of a prescribed class of persons; or

(c) a permanent resident within the meaning of the *Immigration Act (Canada)* and ordinarily resident in Canada.

**SUBSCRIPTION FOR COMMON SHARES**

**TO: SCIGIT INC.** (the “Corporation”)

**AND TO: The Directors thereof**

**I, ERIC CHUN HO**, hereby subscribe for four hundred thousand (400,000) common shares of the above Corporation at the price of $0.00001 per share, and submits herewith payment in full for such shares.

The undersigned hereby represents and warrants that he is resident in the Province of Ontario and is either: ***[Check Relevant Box]***

(a) 🞎 an employee, executive officer, director or consultant of the Corporation (as each such term is respectively defined in National Instrument 45-106 – *Prospectus and Registration Exemptions* (“**NI 45-106**”));

**or**

(b) comes within the categories of persons\* who are referred to in subsection (2) of section 2.4 of NI 45-106, in the specific category indicated below:

|  |  |  |
| --- | --- | --- |
| (i) | 🞎 | a director, officer, employee, founder or control person of the Corporation; |
| (ii) | 🞎 | a spouse, parent, grandparent, brother, sister or child of a director, executive officer, founder or control person of the Corporation; |
| (iii) | 🞎 | a parent, grandparent, brother, sister or child of the spouse of a director, executive officer, founder or control person of the Corporation; |
| (iv) | 🞎 | a close personal friend of a director, executive officer, founder or control person of the Corporation; |
| (v) | 🞎 | a close business associate of a director, executive officer, founder or control person of the Corporation; |
| (vi) | 🞎 | a security holder of the Corporation; |
| (vii) | 🞎 | an accredited investor as defined in National Instrument 45-106; |
| (viii) | 🞎 | a person of which a majority of the voting securities are beneficially owned by, or a majority of the directors are, persons described in paragraphs (i) to (vii); |
| (ix) | 🞎 | a trust or estate of which all of the beneficiaries or a majority of the trustees or executors are persons described in paragraphs (i) to (vii); |
| (x) | 🞎 | a person that is not the public. |

**DATED**: November 22, 2012.

Eric Chun Ho

\*A “person” includes, (a) an individual; (b) a corporation; (c) a partnership, trust, fund and an association, syndicate, organization or other organized group of person, whether incorporated or not; and (d) an individual or other person in that person’s capacity as a trustee, executor, administrator or personal or other legal representative.

**SUBSCRIPTION FOR COMMON SHARES**

**TO: SCIGIT INC.** (the “Corporation”)

**AND TO: The Directors thereof**

**I, DOUG SHERK**, hereby subscribe for three hundred thousand (300,000) common shares of the above Corporation at the price of $0.00001 per share, and submits herewith payment in full for such shares.

The undersigned hereby represents and warrants that he is resident in the Province of Ontario and is either: ***[Check Relevant Box]***

(a) 🞎 an employee, executive officer, director or consultant of the Corporation (as each such term is respectively defined in National Instrument 45-106 – *Prospectus and Registration Exemptions* (“**NI 45-106**”));

**or**

(b) comes within the categories of persons\* who are referred to in subsection (2) of section 2.4 of NI 45-106, in the specific category indicated below:

|  |  |  |
| --- | --- | --- |
| (i) | 🞎 | a director, officer, employee, founder or control person of the Corporation; |
| (ii) | 🞎 | a spouse, parent, grandparent, brother, sister or child of a director, executive officer, founder or control person of the Corporation; |
| (iii) | 🞎 | a parent, grandparent, brother, sister or child of the spouse of a director, executive officer, founder or control person of the Corporation; |
| (iv) | 🞎 | a close personal friend of a director, executive officer, founder or control person of the Corporation; |
| (v) | 🞎 | a close business associate of a director, executive officer, founder or control person of the Corporation; |
| (vi) | 🞎 | a security holder of the Corporation; |
| (vii) | 🞎 | an accredited investor as defined in National Instrument 45-106; |
| (viii) | 🞎 | a person of which a majority of the voting securities are beneficially owned by, or a majority of the directors are, persons described in paragraphs (i) to (vii); |
| (ix) | 🞎 | a trust or estate of which all of the beneficiaries or a majority of the trustees or executors are persons described in paragraphs (i) to (vii); |
| (x) | 🞎 | a person that is not the public. |

**DATED**: November 22, 2012.

Doug Sherk

\*A “person” includes, (a) an individual; (b) a corporation; (c) a partnership, trust, fund and an association, syndicate, organization or other organized group of person, whether incorporated or not; and (d) an individual or other person in that person’s capacity as a trustee, executor, administrator or personal or other legal representative.

**SUBSCRIPTION FOR COMMON SHARES**

**TO: SCIGIT INC.** (the “Corporation”)

**AND TO: The Directors thereof**

**I, HANSON WANG**, hereby subscribe for three hundred thousand (300,000) common shares of the above Corporation at the price of $0.00001 per share, and submits herewith payment in full for such shares.

The undersigned hereby represents and warrants that he is resident in the Province of Ontario and is either: ***[Check Relevant Box]***

(a) 🞎 an employee, executive officer, director or consultant of the Corporation (as each such term is respectively defined in National Instrument 45-106 – *Prospectus and Registration Exemptions* (“**NI 45-106**”));

**or**

(b) comes within the categories of persons\* who are referred to in subsection (2) of section 2.4 of NI 45-106, in the specific category indicated below:

|  |  |  |
| --- | --- | --- |
| (i) | 🞎 | a director, officer, employee, founder or control person of the Corporation; |
| (ii) | 🞎 | a spouse, parent, grandparent, brother, sister or child of a director, executive officer, founder or control person of the Corporation; |
| (iii) | 🞎 | a parent, grandparent, brother, sister or child of the spouse of a director, executive officer, founder or control person of the Corporation; |
| (iv) | 🞎 | a close personal friend of a director, executive officer, founder or control person of the Corporation; |
| (v) | 🞎 | a close business associate of a director, executive officer, founder or control person of the Corporation; |
| (vi) | 🞎 | a security holder of the Corporation; |
| (vii) | 🞎 | an accredited investor as defined in National Instrument 45-106; |
| (viii) | 🞎 | a person of which a majority of the voting securities are beneficially owned by, or a majority of the directors are, persons described in paragraphs (i) to (vii); |
| (ix) | 🞎 | a trust or estate of which all of the beneficiaries or a majority of the trustees or executors are persons described in paragraphs (i) to (vii); |
| (x) | 🞎 | a person that is not the public. |

**DATED**: November 22, 2012.

Hanson Wang

\*A “person” includes, (a) an individual; (b) a corporation; (c) a partnership, trust, fund and an association, syndicate, organization or other organized group of person, whether incorporated or not; and (d) an individual or other person in that person’s capacity as a trustee, executor, administrator or personal or other legal representative.

**SPECIAL RESOLUTIONS**

**OF THE SHAREHOLDERS**

**OF**

**SCIGIT INC.**

**(the “Corporation”)**

**NUMBER OF DIRECTORS**

**WHEREAS** the Articles of the Corporation provide that the number of directors for the Corporation is a range with a minimum of one (1) and a maximum of ten (10).

**NOW THEREFORE BE IT RESOLVED AS A SPECIAL RESOLUTION OF THE SHAREHOLDERS THAT:**

1. The number of directors comprising the board of directors of the Corporation shall be fixed at three (3), being a number within the prescribed range.
2. The directors of the Corporation are hereby empowered to determine the number of directors of the Corporation hereafter from time to time by resolution of the board in accordance with the *Business Corporations Act* (Ontario).

This resolution may be executed in two or more counterparts, each of which shall be deemed an original but all of which together shall constitute but one and the same instrument. The delivery of a copy of this resolution and/or of signature page(s) by facsimile transmission or pdf e-mail shall constitute effective execution of this resolution by such shareholder and may be used in lieu of the original resolution for all purposes. Signatures of the shareholders transmitted by facsimile or pdf e-mail shall be deemed to be their original signatures for all purposes.

**THE FOREGOING SPECIAL RESOLUTION** is hereby consented to and signed by all of the shareholders of the Corporation entitled to vote thereon at a meeting of shareholders, as evidenced by their respective signatures hereto in accordance with the provisions of section 104(1) of the *Business Corporations Act* (Ontario).

DATED: November 22, 2012.

|  |  |
| --- | --- |
| Eric Chun Ho | Doug Sherk |

Hanson Wang

**RESOLUTIONS OF THE DIRECTORS**

**OF**

**SCIGIT INC.**

**(the “Corporation”)**

**1. ARTICLES OF INCORPORATION**

**BE IT RESOLVED THAT:**

the directors acknowledge that the Corporation has been incorporated by Articles of Incorporation issued under the *Business Corporations Act* (Ontario), bearing date the 22nd day of November, 2012 and they hereby direct that a copy of such Articles of Incorporation be inserted and retained in the minute book of the Corporation.

**2. BY-LAW NO. 1**

**BE IT RESOLVED THAT:**

the directors of the Corporation do hereby approve and adopt By‑Law No. 1, being a by‑law relating generally to the conduct of the business and affairs of the Corporation, and the President and Secretary be and they are hereby authorized and directed to sign such By‑Law No. 1.

**3. BY-LAW NO. 2**

**BE IT RESOLVED THAT:**

the directors of the Corporation do hereby approve and adopt By‑Law No. 2, being a by‑law respecting the borrowing of money and the issuing of securities by the Corporation, and the President and Secretary be and they are hereby authorized and directed to sign such By‑Law No. 2.

**4. APPOINTMENT OF OFFICERS**

**BE IT RESOLVED THAT:**

The following persons be and they are hereby elected or appointed officers of the Corporation to hold office during the pleasure of the board:

Eric Chun Ho President

Eric Chun Ho Secretary

Eric Chun Ho Chief Executive Officer

Hanson Wang Chief Technical Officer

Doug Sherk Chief Information Officer

**5. APPROVAL OF FORM OF SHARE CERTIFICATE**

**BE IT RESOLVED THAT:**

the form of share certificate annexed to these resolutions, and initialled for identification by the President of the Corporation, be and the same is hereby approved and adopted as the form of share certificate of the Corporation to be issued in respect of the unlimited number of common shares.

**6. LOCATION OF REGISTERED OFFICE**

**BE IT RESOLVED THAT:**

the location of the registered office of the Corporation be and the same is hereby fixed at:

151 Charles Street West, Suite 100

Kitchener, ON N2G 1H6

in the City of Kitchener, in the Regional Municipality of Waterloo.

**7. LOCATION OF MINUTE BOOK**

**BE IT RESOLVED THAT:**

a) the office of:

MCCARTER GRESPAN BEYNON WEIR LLP

675 Riverbend Drive

Kitchener, ON N2K 3S3

is hereby designated as the location at which the minute book, including the registers and corporate records of the Corporation, may be prepared, maintained and kept; and

b) the certificate of incorporation be placed and retained in the minute book.

**8. FISCAL YEAR END**

**BE IT RESOLVED THAT:**

the fiscal year end of the Corporation shall terminate on June 30th in each year.

**9. ALLOTMENT AND ISSUE OF COMMON SHARES FOR CASH**

**BE IT RESOLVED THAT:**

1. the subscriptions from Eric Chun Ho, Doug Sherk and Hanson Wang for one million (1,000,000) common shares, in the aggregate, in the capital of the Corporation be and the same are hereby accepted;
2. one million (1,000,000) common shares in the capital of the Corporation be and they are hereby allotted and issued, subject to payment therefor, to the following persons at the subscription prices set opposite their respective names:

SUBSCRIPTION NO. OF CERT. $ PER

OF SHARES NO. SHARE

Eric Chun Ho 400,000 1 $0.00001

Doug Sherk 300,000 2 $0.00001

Hanson Wang 300,000 3 $0.00001

1. the board of directors of the Corporation, acting in good faith and in the best interests of the Corporation, hereby fixes the sum of $10.00 as the aggregate consideration for the allotment and issue of the said one million (1,000,000) common shares; and
2. upon receipt by the Corporation of payment in full for the said one million (1,000,000) common shares, the said common shares be allotted and issued to such persons as fully paid and non‑assessable, and certificates therefor be issued to them.

This resolution may be executed in two or more counterparts, each of which shall be deemed an original but all of which together shall constitute but one and the same instrument. The delivery of a copy of this resolution and/or of signature page(s) by facsimile transmission or pdf e-mail shall constitute effective execution of this resolution by such director and may be used in lieu of the original resolution for all purposes. Signatures of the directors transmitted by facsimile or pdf e-mail shall be deemed to be their original signatures for all purposes.

**EACH AND EVERY OF THE FOREGOING RESOLUTIONS** is hereby signed by all of the directors of the Corporation, as evidenced by their respective signatures hereto in accordance with the provisions of section 129(1) of the *Business Corporations Act* (Ontario).

**DATED:** November 22, 2012.

|  |  |
| --- | --- |
| Eric Chun Ho | Doug Sherk |

Hanson Wang

**RESOLUTIONS OF THE SHAREHOLDERS**

**OF**

**SCIGIT INC.**

**(the “Corporation”)**

**1. ELECTION OF DIRECTORS**

**WHEREAS** the number of directors comprising the board of directors of the Corporation has been fixed at three (3).

**NOW THEREFORE** **BE IT RESOLVED THAT:**

The following persons be and they are hereby elected directors of the Corporation to hold office until the completion of the first annual meeting of the shareholders of the Corporation or until their respective successors are duly elected, subject to the provisions of the by‑laws of the Corporation and the provisions of the *Business Corporations Act* (Ontario):

Eric Chun Ho

Doug Sherk

Hanson Wang

**2. BY-LAW NO. 1**

**BE IT RESOLVED THAT:**

By‑Law No. 1, being a by‑law relating generally to the conduct of the business and affairs of the Corporation, in the form enacted by the board of directors be and the same is hereby confirmed.

**3. BY-LAW NO. 2**

**BE IT RESOLVED THAT:**

By‑Law No. 2, being a by‑law respecting the borrowing of money and the issuing of securities by the Corporation, in the form enacted by the board of directors be and the same is hereby confirmed.

**4. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

**BE IT RESOLVED THAT:**

the Corporation indemnify and save harmless each director and officer of the Corporation and his or her heirs, executors, administrators and estates and other legal personal representatives from and against any and all liabilities, costs, charges and expenses to the extent specified in section 136 of the *Business Corporations Act* (Ontario), subject to the by‑laws of the Corporation.

This resolution may be executed in two or more counterparts, each of which shall be deemed an original but all of which together shall constitute but one and the same instrument. The delivery of a copy of this resolution and/or of signature page(s) by facsimile transmission or pdf e-mail shall constitute effective execution of this resolution by such shareholder and may be used in lieu of the original resolution for all purposes. Signatures of the shareholders transmitted by facsimile or pdf e-mail shall be deemed to be their original signatures for all purposes.

**EACH AND EVERY OF THE FOREGOING RESOLUTIONS** is hereby signed by all of the shareholders of the Corporation entitled to vote thereon at a meeting of shareholders, as evidenced by their respective signatures hereto in accordance with the provisions of section 104(1) of the *Business Corporations Act* (Ontario).

**DATED:** November 22, 2012.

|  |  |
| --- | --- |
| Eric Chun Ho | Doug Sherk |

Hanson Wang

**CONSENT OF SHAREHOLDERS TO EXEMPTION FROM AUDIT**

**SCIGIT INC.**

The undersigned, being all of the shareholders of SCIGIT INC. (the "Corporation"), hereby declare that the Corporation is not offering its securities to the public.

Pursuant to section 148 of the *Business Corporations Act* (Ontario), all of the shareholders of the Corporation, hereby consent to the exemption of the Corporation from the audit provisions set out in Part XII of the said Act in respect of the first fiscal year of the Corporation.

This consent may be executed in two or more counterparts, each of which shall be deemed an original but all of which together shall constitute but one and the same instrument. The delivery of a copy of this consent and/or of signature page(s) by facsimile transmission or pdf e-mail shall constitute effective execution of this consent by such shareholder and may be used in lieu of the original consent for all purposes. Signatures of the shareholders transmitted by facsimile or pdf e-mail shall be deemed to be their original signatures for all purposes.

**DATED:** November 22, 2012.

|  |  |
| --- | --- |
| Eric Chun Ho | Doug Sherk |

Hanson Wang