



## AMENDMENT TO SERVICE AGREEMENT

This Amendment ("**Amendment**") is entered with an effective date of February 7, 2019 ("**Amendment Effective Date**"), pursuant to the Service Agreement dated February 7, 2017, as amended prior to the date hereof (the "**Agreement**"), between Spreedly, Inc., a Delaware corporation having its principal place of business at 733 Foster Street, Suite 100, Durham, NC 27701 ("**Spreedly**", "**we**" or "**us**") and WHI Solutions, Inc having its principal place of business at 5 International Drive, Suite 210, Rye Brook, NY 10573 ("**Customer**" or "**you**"). Capitalized terms not otherwise defined herein shall have the meanings given to such terms in the Agreement.

### The parties hereby agree as follows:

1. Consent. The parties hereby mutually agree to extend the Term of the Agreement for an additional one-year period, effective February 7, 2019 and expiring on February 6, 2020.
2. Representations. Each party to this Amendment represents and warrants to the other that (i) it possesses the legal right and corporate power and authority to enter into this Amendment and to fulfill its obligations hereunder; and (ii) its execution, delivery and performance of this Amendment will not violate the terms or provision of any other agreement, contract or other instrument, whether oral or written, to which it is a party.
3. No Other Consents; Conflicting Terms. Except as expressly set forth in this Amendment, the Agreement will remain unchanged and in full force and effect. In the event of a conflict between the terms of this Amendment and the Agreement, this Amendment will govern the relationship between the parties.
4. Governing Law. This Amendment shall be governed by the laws of the State of Delaware (without regard to its choice of law provisions).
5. Counterparts. This Amendment may be executed in one or more counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same agreement. Delivery of an executed counterpart of a signature page of this Amendment by facsimile or in electronic format (e.g., "pdf" or "tif" file format) shall be effective as delivery of a manually executed counterpart of this Amendment.
6. Incorporation of Miscellaneous Provision. Section 13 of the Agreement shall apply hereto as if fully set forth herein, *mutatis mutandis* (it being understood that references therein to "this Agreement" shall be deemed references to "this Amendment").

[SIGNATURES ON FOLLOWING PAGE]

IN WITNESS WHEREOF, authorized representatives of the parties have executed this Amendment as of the last date of signature below:

**Spreedly, Inc.**

By: \_\_\_\_\_

Name: Justin Benson

Title: CEO

Date: 1/11/19

**Customer: WHI Solutions, Inc**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_



Tom Polunin

Gen WHI Solutions Inc

1/11/19