

JOHNS

SOUTHWARD Our Ref: 101910

PLEASE REPLY to Victoria Office

GLAZIER December 28, 2012

WALTON MealCube Technologies Ltd.
c/o 3940 Quadra Street
MARGETTS Victoria, BC V9X 1J6



Attention: Jason Frost and
Owen Mead-Robins

Dear Sirs:

Barristers

Solicitors

Notaries
Public

Mediation
Services

Re: MealCube Technologies Ltd. (the "Company")
2012 Annual Report - 2012 Annual General Meeting

Annual Report

We enclose the 2012 Annual Report. The information contained in the Annual Report must be current as at the anniversary date of the Company's incorporation, being September 29th.

David W. Johns*
Robert D. Glazier*
George D. Walton*
Richard S. Margetts, Q.C.*
James C.M. Main*
Michael H. Genge*
Robert W. Carfra*
Maureen Abraham
Melanie L. Duggan
Damien Enright
Jonathan M. Aiyadurai
Patricia D. Blair

*denotes Personal
Law Corporation

William R. Southward*
(Retired)

Christopher P. Kehler
(1949-2009)

Please review the Annual Report and, if in order, arrange to have it signed by a director or officer of the Company and then return it to us as soon as possible in order that the Company will be maintained in good standing.

Annual General Meeting

The *Business Corporations Act* requires every company to hold an annual general meeting in order to transact routine corporate business, or alternatively permits companies to sign resolutions in place of the company actually holding its annual meeting, within six months of its fiscal year end. As we understand that the Company is not going to hold an AGM this year, we have prepared and enclose the following consent resolutions:

1. Directors Resolutions approving the financial statements the Company's most recently completed fiscal year end and appointment of officer; ***Note: This resolution has been prepared based upon the assumption that your company's fiscal year end completed within 6 months from the date of this resolution. If this is not the case, please contact my assistant, Teresa, so we can provide you with a revised resolution.**
2. Shareholders Resolutions in lieu of the Annual General Meeting and waiver of appointment of auditor for the current fiscal year.

Victoria Office

204 - 655 Tyee Road, Victoria, BC V9A 6X5
Tel: 250-381-7321 Fax: 250-381-1181 Toll Free: 888-442-4042

Langford Office

2820A Jacklin Road, Victoria, BC V9B 3X9
Tel: 250-391-7300 Fax: 250-391-7400 Toll Free: 888-442-4042

Duncan Office

151 Fourth Street, Duncan, BC V9L 5J8
Tel: 250-746-8779 Fax: 250-746-8780 Toll Free: 888-442-4042

If the Company intends to hold an AGM this year, please contact the writer.

Please review these documents and, if in order, arrange to have them signed and returned to us together with a copy of the unaudited financial statements signed by one of the directors of the Company. The financial statements will be placed in a section of the minute book which is not available for inspection by the public.

2011 Annual Report Documents

We confirm you wish to keep the Company active. We will need you to sign and return the 2011 documents along with the 2012 documents as soon as possible in order for us to get the company back into good standing before it is struck from the Corporate Register.

Our Account

We also enclose our statement of account for professional services rendered in connection with the foregoing. The account includes the annual fee to be paid to the Minister of Finance for filing the Annual Report. **Please note that we will not file the Annual Report with the Corporate Registry until our account is paid in full.**

If there are any changes to be made or if you have any questions, please call us.

Yours truly,
**JOHNS, SOUTHWARD, GLAZIER,
WALTON & MARGETTS**

Per: George D. Walton

GDW:tab
Enclosures

IN ACCOUNT WITH

JOHNS
SOUTHWARD

GLAZIER

WALTON

MARGETTS



MealCube Technologies Ltd.
c/o 3940 Quadra Street
Victoria, BC V8X 1J6

RE: Corporate

HST Reg No: R122842560
Client File No: 101910
Date: December 28, 2012
Invoice No: 108375

Re: Preparation of Annual Report and Annual Directors and Shareholders Resolutions;
securing execution of same; attendance at Office of Registrar of Companies to file Report;
miscellaneous telephone calls; filing copies of Report and Resolutions in corporate Minute
Book; maintenance of corporate records during year; To all other matters related thereto.

Barristers

OUR FEE: \$ 325.00

Solicitors

Notaries

Public

Mediation
Services

TAXABLE DISBURSEMENTS

BC Online fee	6.50
Photocopies	6.00
Postage	<u>2.00</u>
Total Taxable Disbursements	14.50

NON-TAXABLE DISBURSEMENTS

ANNUAL REPORT - B.C. ONLINE	<u>43.39</u>
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Total Non-Tax Disbursements	43.39
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Total Disbursements	<u>57.89</u>
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Total Fees and Disbursements	\$ 382.89
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HST on Disbursements	1.74
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HST on Fees	<u>39.00</u>
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TOTAL AMOUNT OF THIS INVOICE	\$ 423.63
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JOHNS, SOUTHWARD, GLAZIER,
WALTON & MARGETTS

PER: George D. Walton
GDW:tab
E & OE

PLEASE NOTE:

1. We accept Visa and MasterCard.
2. Fee represents actual time charged and/or value of the service provided.
3. This invoice is due on presentation. The balance due from time to time bears simple interest at 12% per annum.

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Telephone: 250 356-8626

DO NOT MAIL THIS FORM to BC Registry Services unless you are instructed to do so by registry staff. The Regulation under the *Business Corporations Act* requires the electronic version of this form to be filed on the Internet at www.corporateonline.gov.bc.ca

Filing Fee for paper filing: \$43.39

If you are instructed by registry staff to mail this form to the Corporate Registry, submit this form with a cheque or money order made payable to the Minister of Finance, or provide the registry with authorization to debit the fee from your BC OnLine Deposit Account. Please pay in Canadian dollars or in the equivalent amount of US funds.

Freedom of Information and Protection of Privacy Act (FOIPPA): Personal information provided on this form is collected, used and disclosed under the authority of the FOIPPA and the *Business Corporations Act* for the purposes of assessment. Questions regarding the collection, use and disclosure of personal information can be directed to the Executive Coordinator of the BC Registry Services at 250 356-1188, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.

A INCORPORATION NUMBER OF COMPANY

BC0891624

B NAME OF COMPANY

MEALCUBE TECHNOLOGIES LTD.

C DATE OF RECOGNITION

YYYY / MM / DD
2010/09/29

D DATE OF ANNUAL REPORT

YYYY / MM / DD
2011/09/29

E OFFICER NAME(S) AND ADDRESS(ES) – Enter the full name, delivery address, mailing address (if different) and office held of each of the company's officers, if any. The officer may select to provide either (a) the delivery address and, if different, the mailing address for the office at which the individual can usually be served with records between 9 a.m. and 4 p.m. on business days or (b) the delivery address and, if different, the mailing address of the individual's residence. The delivery address must not be a post office box. Attach an additional sheet if more space is required.

LAST NAME

FIRST NAME

MIDDLE NAME

FROST

JASON

DELIVERY ADDRESS

3940 QUADRA STREET, VICTORIA

PROVINCE/STATE

BC

COUNTRY

CANADA

POSTAL CODE/ZIP CODE

V9X 1J6

MAILING ADDRESS

3940 QUADRA STREET, VICTORIA

PROVINCE/STATE

BC

COUNTRY

CANADA

POSTAL CODE/ZIP CODE

V9X 1J6

OFFICE(S) HELD (e.g. president, secretary, vice president)

SECRETARY

LAST NAME

FIRST NAME

MIDDLE NAME

MEAD-ROBINS

OWEN

DELIVERY ADDRESS

450 EAST 53rd AVENUE, VANCOUVER

PROVINCE/STATE

BC

COUNTRY

CANADA

POSTAL CODE/ZIP CODE

V5X 1J2

MAILING ADDRESS

450 EAST 53rd AVENUE, VANCOUVER

PROVINCE/STATE

BC

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CANADA

POSTAL CODE/ZIP CODE

V5X 1J2

OFFICE(S) HELD (e.g. president, secretary, vice president)

PRESIDENT

F COMPANY CHANGES

A company must file with the registrar a notice of any change to the information shown in the Corporate Register. Please visit our Web site at www.fin.gov.bc.ca/registries or phone 250 356-8626 for information on how to file these notices.

G CERTIFIED CORRECT – I have read this form and found it to be correct.

NAME OF AUTHORIZED SIGNING AUTHORITY
FOR THE COMPANY

SIGNATURE OF AUTHORIZED SIGNING AUTHORITY
FOR THE COMPANY

DATE SIGNED

YYYY / MM / DD

X

CONSENT RESOLUTIONS OF THE DIRECTORS OF
MEALCUBE TECHNOLOGIES LTD.

(the "Company")

Dated Effective as at September 29, 2011

We, the undersigned, being all the directors of the Company entitled to vote on these resolutions, hereby consent to the following resolutions effective as at the date written above, and by our signatures hereto do waive any and all requirements for the giving of notice for and of the convening of a meeting of the directors of the Company:

RESOLVED that:

- (1) the following persons are hereby appointed as officers to hold the office set out opposite their respective names at the pleasure of the directors of the Company:

OWEN MEAD-ROBINS

PRESIDENT

JASON FROST

SECRETARY;

- (2) the financial statements of the Company for the Company's most recently completed fiscal year end are hereby approved, and that any one director of the Company is hereby authorized to sign the financial statements to confirm that approval; and
- (3) these resolutions may be signed by the directors in as many counterparts as may be necessary, each of which so signed shall be deemed to be an original, and any facsimile or pdf email attachment shall be deemed to be an original, and such counterparts together shall constitute one and the same instrument and, notwithstanding the date of execution, shall be deemed to bear the effective date set forth above.

The above resolutions are consented to.


OWEN MEAD-ROBINS

JASON FROST

UNANIMOUS CONSENT RESOLUTIONS OF THE SHAREHOLDERS OF
MEALCUBE TECHNOLOGIES LTD.

(the "Company")

Dated Effective as at September 29, 2011

We, the undersigned, being all the shareholders of the Company entitled to vote at an annual general meeting of the Company, hereby consent to the following unanimous resolutions effective as at the date written above, and by our signatures hereto do waive any and all requirements for the giving of notice for and of the convening of a meeting of the shareholders of the Company:

RESOLVED, as unanimous resolutions of all the shareholders of the Company entitled to vote at an annual general meeting, that:

- (1) the financial statements of the Company for the Company's most recently completed fiscal year end are hereby approved;
- (2) the appointment of an auditor for the Company for the Company's current fiscal year end be waived as provided in section 203 (2) of the *Business Corporations Act*;
- (3) all lawful acts, contracts, proceedings, appointments and payments of money by the directors of the Company since the last annual reference date of the Company, and which have previously been disclosed to the shareholders, are hereby adopted, ratified and confirmed;
- (4) the number of directors of the Company is hereby fixed at TWO (2);
- (5) the following persons, each of whom has consented in writing to act as a director, are hereby elected as directors of the Company, to hold office until the next annual general meeting of the Company (or unanimous resolutions consented to in lieu of holding an annual general meeting) or until their successors are appointed:

OWEN MEAD-ROBINS

JASON FROST;

- (6) the date of these resolutions is hereby selected as the annual reference date for the Company for its current annual reference period; and
- (7) these resolutions may be signed by the shareholders in as many counterparts as may be necessary, each of which so signed shall be deemed to be an original, and any facsimile or pdf email attachment shall be deemed to be an original, and such counterparts together shall constitute one and the same instrument and, notwithstanding the date of execution, shall be deemed to bear the effective date set forth above.

The above resolutions are consented to.


OWEN MEAD-ROBINS

DFROST HOLDINGS LTD.

per:

JASON FROST

Telephone: 250 356-8626

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LAST NAME

FIRST NAME

MIDDLE NAME

FROST

JASON

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