

GIVEX CORP.
(the “Corporation”)

**Annual and General Meeting of the Shareholders of
The Corporation held on April 21, 2023 (the “Meeting”)**

REPORT ON VOTING RESULTS
*Pursuant to Section 11.3 of National Instrument 51-102 Continuous Disclosure
Obligations (“NI 51-102”)*

General

The total number of common shares of the Corporation represented in person or by proxy at the Meeting was 84,872,780 which represented 67.11% of the 126,465,531 common shares of the Corporation that were outstanding on March 17, 2023.

1. Election of Directors

A ballot was conducted with respect to the election of directors. According to the proxies received and ballots cast, Don Gray, Jim Woodside, Robert Munro, Miles Evans, Michael Carr and Divya Kulkarni were elected as directors of the Corporation until the next annual meeting of the shareholders of the Corporation, with the following results:

Name of Nominee	Percentage of Votes For	Percentages of Votes Withheld
Don Gray	99.55%	0.45%
Jim Woodside	77.60%	22.40%
Robert Munro	95.18%	4.82%
Miles Evans	98.10%	1.90%
Michael Carr	98.10%	1.90%
Divya Kulkarni	98.07%	1.93%
Marc Ladouceur	28.75%	71.25%

2. Re-Appointment of Auditor

A ballot was conducted with respect to the re-appointment of KPMG LLP (“KPMG”) as the Corporation’s auditors. According to the proxies received and ballots cast, KPMG was re-appointed as the Corporation’s auditors with the following results:

Percentage of Votes For	Percentages of Votes Withheld
99.39%	0.61%

3. Non-Binding Advisory Resolution One

A ballot was conducted with respect to Non-Binding Advisory Resolution One, being a non-binding advisory resolution to disapprove the approach to executive compensation as disclosed in the Corporation's Management Information Circular dated April 26, 2022, was not approved by a majority of the votes cast by shareholders present and voting by ballot or represented by proxy at the meeting. According to the proxies received and ballots cast, Non-Binding Advisory Resolution One was not approved with the following results:

Percentage of Votes For	Percentages of Votes Against
24.56%	75.44%

4. Non-Binding Advisory Resolution Two

A ballot was conducted with respect to Non-Binding Advisory Resolution Two, being a non-binding advisory resolution requesting the board of directors of the Corporation (the "**Board**") to establish an ethics committee, was not approved by a majority of the votes cast by shareholders present and voting by ballot or represented by proxy at the Meeting. According to the proxies received and ballots cast, Non-Binding Advisory Resolution Two was not approved with the following results:

Percentage of Votes For	Percentages of Votes Against
24.51%	75.49%

5. Non-Binding Advisory Resolution Three

A ballot was conducted with respect to Non-Binding Advisory Resolution Three, being a non-binding advisory resolution requesting the Board to establish a special committee to undertake a strategic review of the Corporation, was not approved by a majority of the votes cast by shareholders present and voting by ballot or represented by proxy at the meeting. According to the proxies received and ballots cast, the Non-Binding Advisory Resolution Three was not approved with the following results:

Percentage of Votes For	Percentages of Votes Against
25.24%	74.76%

DATED at Toronto, Ontario, this 21st day of April, 2023.

GIVEX CORP.

(signed) "*Jeff Hergott*"

By: Jeff Hergott
Corporate Secretary