



NASDAQ CORPORATE GOVERNANCE DISCLOSURE STATEMENT

Peak Fintech Group Inc. (the “**Company**” or “**we**”) is a foreign private issuer as that term is defined in Rule 3b-4 of the *Securities Exchange Act of 1934* and its common shares are listed on The Nasdaq Capital Market (“**Nasdaq**”) and the Canadian Securities Exchange (the “**CSE**”). Nasdaq Listing Rule 5615(a)(3) permits a foreign private issuer to follow its home country practices in lieu of most of the requirements of the 5600 Series of the Nasdaq Listing Rules. In the case of the Company, corporate governance practices are those permitted under the laws, rules and regulations of Canada and the province of Quebec and the policies of the CSE (collectively, the “**Home Country Practices**”). In order to claim such an exemption from the Nasdaq rules, we must disclose the significant differences between our corporate governance practices and those required to be followed by U.S. domestic issuers under Nasdaq’s corporate governance requirements. Set forth below is a brief summary of such differences.

Quorum Requirements

Nasdaq Listing Rule 5620(c) requires that each issuer provide for a quorum for any meeting of the holders of common shares of at least 33¹/₃% of the Company’s outstanding common voting shares. The Company does not follow this Nasdaq Listing Rule, the Company’s bylaws provide that a person present at the opening of a meeting and representing personally or by proxy at least two shareholders holding together at least 5% of the issued and outstanding voting shares of the Company shall constitute a quorum for the transaction of business at any shareholders’ meeting.

Shareholder Approval Requirements

In certain instances, Nasdaq Listing Rule 5635 requires each issuer to obtain shareholder approval prior to an issuance of securities in connection with: (i) the acquisition of the stock or assets of another company; (ii) equity-based compensation of officers, directors, employees or consultants; and (iii) transactions other than public offerings. The Company does not follow this Nasdaq Listing Rule. Instead, the Company complies with Home Country Practices, which have different requirements for shareholder approval (including, in certain instances, not requiring any shareholder approval) in connection with issuances of securities in the circumstances listed above.

Effective September 9th, 2021