



Dear Shareholders:

On behalf of the Board of Directors (the “**Board**”) of Quisitive Technology Solutions, Inc. (the “**Company**” or “**Quisitive**”), we would like to invite you to attend a special meeting (the “**Meeting**”) of holders (“**Shareholders**”) of common shares of Quisitive (“**Shares**”) to be held in a virtual-only meeting format, online at <https://www.meetnow.global/MX6W2PE>, on February 28, 2025 at 10:00 a.m. (Toronto time).

THE ARRANGEMENT

On December 31, 2024, the Company entered into an arrangement agreement (as amended on January 28, 2025, the “**Arrangement Agreement**”) with 1517079 B.C. Unlimited Liability Company (the “**1517079**”), an affiliate of funds managed by H.I.G. Capital, LLC (a private equity investment firm), in respect of a proposed statutory plan of arrangement (the “**Arrangement**”) under the *Business Corporations Act* (British Columbia). On January 28, 2025, 1517079 and Irving Parent, Corp. (the “**Purchaser**”) entered into an assignment agreement pursuant to which the Arrangement Agreement was assigned by 1517079 to the Purchaser. The purpose of the Arrangement is to, among other things, permit the acquisition by the Purchaser of all of the issued and outstanding Shares. Under the terms of the Arrangement Agreement, Shareholders will receive cash consideration of C\$0.57 for each Share held (the “**Consideration**”), other than Shares held by those Shareholders exchanging a portion of their Shares for Share Consideration (the “**Rollover Shareholders**”) and any Shareholder who has validly exercised its dissent rights.

In addition, the Company will take all necessary actions to cancel the securities that are outstanding under the Company’s omnibus equity incentive plan (the “**Equity Incentive Plan**”) immediately prior to the effective time of the Arrangement and, in exchange for such cancellation, holders of such securities will be entitled to the following amounts: (i) in respect of each outstanding option granted pursuant to the Equity Incentive Plan, whether vested or unvested, an amount in cash equal to the Consideration less the applicable exercise price in respect of such option and applicable withholdings, if any, and if the amount is negative, no amount shall be paid; (ii) in respect of each outstanding restricted share unit granted pursuant to the Equity Incentive Plan, whether vested or unvested, an amount in cash equal to the Consideration less applicable withholdings, if any; (iii) in respect of each outstanding performance-based restricted share unit granted pursuant to the Equity Incentive Plan, whether vested or unvested, an amount in cash equal to the Consideration less applicable withholdings, if any; (iv) in respect of each outstanding stock appreciation right granted pursuant to the Equity Incentive Plan, whether vested or unvested, an amount in cash equal to the Consideration less the applicable exercise price in respect of such stock appreciation right and applicable withholdings, if any, and if the amount is negative, no amount shall be paid; and (v) in respect of each outstanding deferred share unit granted pursuant to the Equity Incentive Plan, whether vested or unvested, an amount in cash equal to the Consideration less applicable withholdings, if any.

At the Meeting, Shareholders will, among other things, be asked to consider and, if deemed advisable, pass a special resolution (the “**Arrangement Resolution**”) approving the Arrangement. The accompanying management information circular (“**Circular**”) contains a detailed description of the Arrangement and other information relating to the Company. Assuming that all of the conditions to the Arrangement are satisfied or waived, the Company expects the Arrangement to be completed in March 2025.



BOARD RECOMMENDATION

The Board (with an interested director abstaining), based in part on the unanimous recommendation of a special committee of the Board (the “**Special Committee**”) and the fairness opinions (the “**Fairness Opinions**”) received from William Blair & Company, L.L.C. (“**William Blair**”) and Canaccord Genuity Corp. (“**Canaccord Genuity**”), has unanimously determined that the Arrangement is fair to Shareholders (other than the Rollover Shareholders) and in the best interests of the Company, and **unanimously recommends that the Shareholders vote FOR the Arrangement Resolution**. The determination of the Special Committee and the Board is based on various factors described more fully in the accompanying Circular.

REASONS FOR THE BOARD RECOMMENDATION

The Board (excluding an interested director) and the Special Committee, in unanimously determining that the Arrangement is fair to the Shareholders and in the best interests of the Company, and in making its unanimous recommendation to Shareholders, considered and relied upon a number of factors, including, among others, the following:

- **Extensive Sale Process.** The Arrangement is the result of an extensive and rigorous seven-month sale process that was initiated after the Company successfully divested its payments division and involved the Company’s financial advisor contacting 189 potential buyers. The sale process was conducted under the supervision of the Special Committee, which received advice from its financial and legal advisors, during the course of the process.
- **Strategic Review.** The Arrangement is the result of a strategic review process carried out by the Company and overseen by the Special Committee, which was conducted over the course of the last year and included the Company divesting BankCard and PayiQ. The Special Committee, following discussion with William Blair, concluded that the value of C\$0.57 per Share offered to Shareholders under the Arrangement is more favourable (and can be achieved with less risk) than the value that might have been realized through pursuing a number of other strategic alternatives reasonably available to the Company, including carrying on its business on a stand-alone basis, given the Special Committee’s assessment of the current and anticipated future opportunities and risks associated with the business operations, assets, financial condition and prospects of the Company should it pursue such other strategic alternatives.
- **Significant Premium.** The value of the consideration offered to Shareholders under the Arrangement represents a 57.1% premium to the 20-day volume-weighted average price per Share on the TSXV for the period ending on December 31, 2024, and a 52.0% premium to the closing price on December 31, 2024.
- **Certainty of Value and Liquidity.** The Consideration being offered to Shareholders under the Arrangement (other than the Rollover Shareholders) is payable entirely in cash, which provides immediate liquidity and certainty of value to Shareholders at a significant premium to the trading price of the Shares on December 31, 2024, and removes the risks and volatility associated with owning securities of the Company as an independent, publicly traded company.



VOTING AGREEMENTS

The Purchaser has entered into voting agreements (each, a “**Voting Agreement**”) with each director and officer of the Company and certain other Shareholders (collectively, the “**Supporting Shareholders**”), pursuant to which the Supporting Shareholders have agreed, subject to the terms and conditions of the relevant Voting Agreement, to, among other things, vote all of their Shares in favour of the Arrangement Resolution. The Supporting Shareholders collectively beneficially own or exercise control or direction over an aggregate of 84,224,947 Shares representing approximately 30.4% of the voting rights attached to the Shares as of the Record Date (as defined below).

APPROVAL REQUIREMENTS

In order to become effective, the Arrangement Resolution must be approved by an affirmative vote of at least: (i) 66⅔% of the votes cast at the Meeting in person (virtually) or by proxy by the Shareholders; and (ii) a simple majority of the votes cast at the Meeting in person (virtually) or by proxy by the Shareholders, excluding the Shares held by Rollover Shareholders and any other Person required to be excluded in accordance with MI 61-101. The Arrangement also requires the approval of the Supreme Court of British Columbia and is subject to the satisfaction of certain other customary conditions for a transaction of this nature.

This is an important matter affecting the future of Qusitive and your vote is important regardless of the number of Shares you own.

VIRTUAL MEETING

Qusitive is conducting the Meeting in a virtual-only format that will allow registered holders of Shares (“**Registered Shareholders**”) and duly appointed proxyholders (including non-registered beneficial Shareholders (“**Non-Registered Shareholders**”) who have appointed themselves as proxyholders) to participate online and in real time. Qusitive is providing the virtual-only format in order to provide Shareholders with an equal opportunity to attend and participate at the Meeting, regardless of their geographic location and circumstances. Please review the Circular for further instructions and details on how to access, virtually attend, vote and ask questions at the Meeting. Neither Registered Shareholders, nor Non-Registered Shareholders or any other guests will be able to physically attend the Meeting.

Only Registered Shareholders and duly appointed proxyholders (including Non-Registered Shareholders who have appointed themselves as proxyholders) will be able to virtually attend, ask questions and vote at the Meeting, provided they are connected to the internet and carefully follow the instructions set out in the Circular and the related proxy materials. Non-Registered Shareholders, unless they have been duly appointed as proxyholders in accordance with the procedures set out in the Circular and the related proxy materials, will be able to virtually attend the Meeting as guests. Guests may listen to the Meeting online but will not be able to ask questions or vote at the Meeting. The accompanying Circular provides important and detailed instructions about how to participate at the Meeting.




QUISITIVE

HOW TO VOTE

Whether or not you expect to virtually attend the Meeting, we strongly encourage you to take the time now to complete, sign, date and return the enclosed form of proxy or voting instruction form, as applicable, in the manner set out below (and in the Circular). You are urged to vote in this manner, regardless of the number of Shares that you own or whether you will attend the Meeting. Returning the proxy does not deprive you of the right to attend the virtual Meeting and vote your Shares in person.

Voting is easy. To be valid, a Shareholder's proxy must be received by the Company's transfer agent, Computershare Trust Company of Canada, no later than 10:00 a.m. (Toronto time) on February 26, 2025 or no later than 48 hours (excluding Saturdays, Sundays and statutory holidays) prior to the date on which the Meeting or any postponement or adjournment thereof is held.

Proxies received after that time may be accepted by the Chair of the Meeting at such person's sole discretion. The Chair of the Meeting is under no obligation to accept late proxies. If you are a Registered Shareholder, we also encourage you, regardless of how you vote, to complete, sign, date and return the enclosed letter of transmittal, together with your share certificate(s) and/or DRS advice(s) representing your Shares and the other relevant documents required by the instructions therein, which will help the Company to arrange for the prompt payment for your Shares if the Arrangement is completed. If you are a Non-Registered Shareholder, you will receive your payment through your account with your intermediary that holds Shares on your behalf. You should contact your intermediary if you have questions about this process.

Voting Method	Registered Shareholders If your Shares are held in your name and represented by a physical certificate or DRS advice.	Non-Registered Shareholders If your Shares are held with a broker, bank or other intermediary.
Voting Prior to the Meeting		
Internet 	Go to www.investorvote.com .	Go to www.proxyvote.com .
Phone 	Call 1.866.732.VOTE (8683) and vote using the 15-digit control number provided in your proxy.	Call the toll-free number listed on your voting instruction form (VIF) and vote using the 16-digit control number provided therein.
Mail 	Complete, date and sign management's form of proxy and return it to: <i>Computershare Trust Company of Canada 100 University Avenue, 8th Floor, North Tower, Toronto, Ontario, M5J 2Y1</i>	Complete, date and sign the voting instruction form and return it in the enclosed envelope.

Please review the Circular for instructions and further details on how to access, virtually attend, vote and ask questions at the Meeting.



SHAREHOLDER QUESTIONS

We urge you to carefully consider all of the information in the Circular. If you require assistance, please consult your financial, legal or other professional advisors.

If you have any questions or require more information with regard to the procedures for voting or completing your proxy or voting instruction form, please contact Laurel Hill Advisory Group, by telephone at 1.877.452.7184 (North American Toll Free) or 416.304.0211 (Outside North America), or by email at assistance@laurelhill.com.

On behalf of Quisitive, we would like to thank all Shareholders for their ongoing support.

Yours truly,

“Nick Lim” _____

Nick Lim

Chair of the Board of Directors and the Special Committee