

**Form 62-103F3**  
**REQUIRED DISCLOSURE BY AN ELIGIBLE INSTITUTIONAL INVESTOR**  
**UNDER PART 4**

**Item 1 – Security and Reporting Issuer**

1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

Common shares ("**Common Shares**") of Advantex Marketing International Inc. (the "**Issuer**"), 600 Alden Road, Suite 606, Markham, Ontario, L3R 0E7.

1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

Not applicable.

**Item 2 – Identity of the Eligible Institutional Investor**

2.1 State the name and address of the eligible institutional investor.

Trapeze Capital Corp. ("**TCC**"), 22 St. Clair Avenue East, 18th Floor, Toronto, Ontario, M4T 2S3

Trapeze Asset Management Inc. ("**TAMI**"), 22 St. Clair Avenue East, 18th Floor, Toronto, Ontario, M4T 2S3

TCC, TAMI, and their affiliates are together, the "**Investor**".

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

On December 22, 2017, the Issuer completed a refinancing (the "**Refinancing**") of its outstanding senior secured non-convertible debentures with a maturity date of December 31, 2017 (the "**Existing Debentures**"), the Issuer issued units (the "**Units**") to holders of the Existing Debentures, comprised of (i) \$1,000 face value of amended and restated secured non-convertible debentures bearing interest at 9% per annum and maturing December 31, 2021 (the "**New Debentures**"); and (ii) 108,244 Common Shares.

As a result of the Refinancing, the Investor's fully managed accounts holding Existing Debentures were issued an aggregate of 2,403 Units comprised of \$2,403,000 New Debentures and 260,110,329 Common Shares. The Investor's fully managed accounts subscribed for an additional 400 Units comprised of \$400,000 New Debentures and 43,297,600 Common Shares.

The requirement to file this report is triggered by the acquisition of an aggregate of 303,407,929 Common Shares by the Investor and accounts fully managed by TCC and TAMI in their capacity as portfolio manager.

2.3 State the name of any joint actors.

Randall Abramson controls 1346049 Ontario Limited, which owns 100% of the common shares of each of TCC and TAMI.

2.4 State that the eligible institutional investor is eligible to file reports under Part 4 in respect of the reporting issuer.

The Investor is eligible to file reports under Part 4 in respect of the Issuer.

**Item 3 – Interest in Securities of the Reporting Issuer**

3.1 State the designation and the net increase or decrease in the number or principal amount of securities, and in the eligible institutional investor's securityholding percentage in the class of securities, since the last report filed by the eligible institutional investor under Part 4 or the early warning requirements.

All information in this report is as at December 31, 2017.

There is a net increase of 302,567,729 Common Shares, representing a net increase of approximately 26.38% in the Investor's securityholding percentage of the issued and outstanding Common Shares since the Investor's last filing.

3.2 State the designation and number or principal amount of securities and the eligible institutional investor's securityholding percentage in the class of securities at the end of the month for which the report is made.

The Investor beneficially owns or exercises control or direction over 323,373,909 Common Shares, representing approximately 41.34% of the Issuer's 782,299,614 issued and outstanding Common Shares.

3.3 If the transaction involved a securities lending arrangement, state that fact.

N/A

3.4 State the designation and number or principal amount of securities and the percentage of outstanding securities of the class of securities to which this report relates and over which

(a) the eligible institutional investor, either alone or together with any joint actors, has ownership and control:

The Investor has beneficial ownership and control of 54,000 Common Shares, through securities held by Randall Abramson, representing approximately 0.01% of the issued and outstanding Common Shares.

(b) the eligible institutional investor, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the eligible institutional investor or any joint actor:

None

(c) the eligible institutional investor, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.

The Investor exercises control or direction over 323,319,909 Common Shares, held by accounts fully managed by TCC and TAMI in their capacity as portfolio manager, representing approximately 41.33% of the issued and outstanding Common Shares.

3.5 If the eligible institutional investor or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the eligible institutional investor's securityholdings.

N/A

3.6 If the eligible institutional investor or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

N/A

3.7 If the eligible institutional investor or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the eligible institutional investor's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.

N/A

#### **Item 4 – Purpose of the Transaction**

State the purpose or purposes of the eligible institutional investor and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the eligible institutional investor and any joint actors may have which relate to or would result in any of the following:

(a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the issuer;

The securities described herein are being held for investment purposes. Depending on market conditions and other relevant factors, the Investor intends to decrease its ownership, control or direction over the Common Shares through market transactions, private agreements or otherwise, and has already done so. Please see Form 45-102F1, Notice of Intention to Distribute Securities under Section 2.8 of NI 45-102 Resale of Securities, filed on January 10, 2018.

(b) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries; N/A

(c) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board; N/A

(d) a material change in the present capitalization or dividend policy of the reporting issuer; N/A

(e) a material change in the reporting issuer's business or corporate structure; N/A

(f) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person; N/A

(g) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace; N/A

(h) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada; N/A

(i) a solicitation of proxies from securityholders; N/A

(j) an action similar to any of those enumerated above. N/A

#### **Item 5 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer**

Describe the material terms of any agreements, arrangements, commitments or understandings between the eligible institutional investor and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

TCC was previously engaged by agreement with the Issuer to act as its exclusive financial advisor in its efforts to refinance its secured non-convertible debentures and seek growth funds to capitalize on expansion opportunities. The restructuring and refinancing which resulted in the transaction being reported on was not completed in connection with the agreement with TCC and no fees were received by TCC pursuant to the agreement.

### **Item 6 – Change in Material Fact**

If applicable, describe any change in a material fact set out in a previous report filed by the eligible institutional investor under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

### **Item 7 – Certification**

The eligible institutional investor must certify that the information is true and complete in every respect. In the case of an agent, the certification is based on the agent's best knowledge, information and belief but the eligible institutional investor is still responsible for ensuring that the information filed by the agent is true and complete.

This report must be signed by each person on whose behalf the report is filed or his authorized representative.

It is an offence to submit information that, in a material respect and at the time and in the light of the circumstances in which it is submitted, is misleading or untrue.

### **Certificate**

The certificate must state the following:

I, as the eligible institutional investor, certify, or I, as the agent filing the report on behalf of the eligible institutional investor, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

January 10, 2018 \_\_\_\_\_  
Date

### **TRAPEZE CAPITAL CORP.**

Per: “Randall Abramson”  
Randall Abramson  
Chief Executive Officer

### **TRAPEZE ASSET MANAGEMENT INC.**

Per: “Randall Abramson”  
Randall Abramson  
Chief Executive Officer