

**MVC TECHNOLOGIES INC. (to be renamed "CB2 Insights")
UP TO C\$5,000,000 IN SUBSCRIPTION RECEIPTS
INDICATIVE TERM SHEET**

NOT FOR GENERAL DISTRIBUTION IN THE UNITED STATES

This term sheet (the "Term Sheet") summarizes the principal terms of a proposed offering of approximately C\$5 million of subscription receipts of MVC Technologies Corp. to certain qualified subscribers (each such subscriber, an "Investor") pursuant to a brokered private placement.

This Term Sheet is for discussion purposes only. This Term Sheet is not intended to represent an "offering memorandum" for purposes of applicable securities legislation. Any investment by the Investor will be in all respects contingent upon and subject to, among other things, satisfactory completion of due diligence and the negotiation of satisfactory documentation.

Issuer:	MVC Technologies Inc. (the "Issuer");
Shell:	10557404 Canada Corp. (the "Shell");
Offering:	Private placement of up to that number of subscription receipts (the "Subscription Receipts") of the Issuer to raise up to C\$5,000,000 on a commercially reasonable efforts basis (the "Offering");
Gross Proceeds:	Up to C\$5,000,000 (C\$10,000,000 if the Agents' Option is fully exercised);
Issue Price:	C\$0.60 per Subscription Receipt (the "Issue Price");
Subscription Receipts:	Each Subscription Receipt issued in connection with the Offering shall be deemed to be automatically exercised, without payment of any additional consideration and without further action on the part of the holder thereof, into one unit of the Issuer (a "Unit"), upon satisfaction of the Escrow Release Conditions subject to adjustment in certain events;
RTO:	The Issuer intends to complete a going public transaction by way of a reverse take-over transaction (the "RTO") with the Shell, either directly or indirectly through a wholly-owned subsidiary of the Issuer or the Shell, as applicable. The final structure of the RTO is subject to receipt of final tax, corporate and securities law advice by both the Issuer and the Shell. Pursuant to the RTO, the securities of the Issuer will be exchanged for the equivalent securities of the entity resulting from the RTO (the "Reporting Issuer") on an economically equivalent basis.
Units:	Each Unit shall be comprised of one common share of the Issuer (a "Common Share") and one half of one common share purchase warrant (each whole warrant, a "Warrant"). Each Warrant shall be exercisable into one Common Share at a price of C\$0.80 per Warrant (the "Exercise Price") for a period of 24 months from the date the Escrow Release Conditions (as herein defined) are satisfied. The Common

Shares underlying the Units and Warrants are referred to as the "Underlying Shares";

In connection with the completion of the RTO, the common shares of the Resulting Issuer (including those issued in exchange for the Underlying Shares) are to be listed on the Canadian Securities Exchange and the common shares of the Resulting Issuer to be issued in exchange for the Underlying Shares will be free trading and not subject to any hold period in Canada.

Exchange Ratio:

The Common Shares and Warrants comprising the Units will be ultimately exchanged into common shares and warrants of the Resulting Issuer pursuant to the RTO (as defined below) at an exchange ratio satisfactory to both the Issuer and the Agents (as hereafter defined), acting reasonably, and at the same rate as all other common shares of the Issuer are exchanged in the RTO;

Escrow:

On the Closing Date, the gross proceeds of the Offering less 50% of the Cash Commission and all of the estimated expenses of the Agents payable by the Issuer pursuant to the terms of the Agency Agreement (the "Escrowed Proceeds") will be delivered to and held by an escrow agent (the "Escrow Agent") mutually acceptable to the Companies and the Agents and invested in an interest bearing account (the Escrowed Proceeds, together with all interest and other income earned thereon, are referred to herein as the "Escrowed Funds").

Upon the satisfaction of the following conditions (collectively, the "Escrow Release Conditions") the Escrow Agent shall release from the Escrowed Funds: (i) to the Lead Agent, the remaining 50% of the Cash Commission, and (ii) all remaining Escrowed Funds shall be released to the Issuer:

- a) The Issuer and the Shell shall have entered into a definitive agreement in respect of the RTO in form and substance satisfactory to the Co-Lead Agents, acting reasonably;
- b) Written confirmation from each of the Issuer and the Shell that: (i) all conditions to the completion of the RTO have been satisfied or waived, other than the release of the Escrowed Funds; and (ii) no material terms of the definitive agreement in respect of the RTO have been modified and/or waived (unless such modifications or waivers were consented to by the Co-Lead Agents);
- c) The common shares of the Resulting Issuer being

conditionally approved for listing on the Canadian Securities Exchange;

- d) The receipt of all regulatory, shareholder and third-party approvals, if any, required in connection with the RTO;
- e) Counsel to the Resulting Issuer having delivered an opinion (the final form of which opinion shall ultimately be delivered but not executed on the Closing Date) addressed to the Agents confirming, among other things, that the common shares and warrants of the Shell issued in connection with the exchange of the Common Shares and Warrants of the Issuer pursuant to the RTO shall be free of any statutory hold periods in Canada upon the issue thereof, other than in respect of control block sales;
- f) The Issuer, the Shell and the Resulting Issuer shall not be in breach or default of any of its covenants or obligations under the subscription receipt agreement governing the Subscription Receipts or the Agency Agreement, except (in the case of the Agency Agreement only) for those breaches or defaults that have been waived by the Agents and all conditions set out in the Agency Agreement shall have been fulfilled, which shall all be confirmed to be true in a certificate of a senior officer of the Resulting Issuer; and

If the Escrow Release Conditions are not satisfied on or before December 31, 2018 (the "Escrow Deadline") or, if prior to such time, the definitive agreements in respect of the RTO are terminated or the Issuer has advised the Escrow Agent and the Lead Agent, or announced to the public, that the RTO will not be completed (in any case, a "Termination Event", and the date upon which such event occurs, the "Termination Date"), starting on the second Business Day following the Termination Date, the Escrowed Funds shall be used by the Issuer to repurchase the Subscription Receipts at a redemption price per Subscription Receipt equal to the Issue Price plus a pro rata amount of any interest accrued in respect of the Escrowed Funds to the date of redemption. To the extent that the Escrowed Funds (plus accrued interest) are not sufficient to purchase all of the Subscription Receipts on the foregoing terms, the Issuer hereby agrees to contribute such amounts as are necessary to satisfy any shortfall;

Agents' Option:

The Agents shall have the option, exercisable at any time prior to the Closing Date, to increase the size of the Offering

by up to C\$5,000,000;

- Use of Proceeds:** The net proceeds of the Offering will be used to complete the final payment for the MedEval Corp. acquisition, for strategic acquisition opportunities and for general working capital purposes;
- Jurisdictions:** The Subscription Receipts will be offered for sale to purchasers in (i) all of the Provinces of Canada pursuant to available private placement exemptions, (ii) the United States on a private placement basis pursuant to available exemptions from the registration requirements under the United States Securities Act of 1933, as amended, and (iii) offshore jurisdictions pursuant to available prospectus or registration exemptions in accordance with applicable laws.
- Eligibility:** The Subscription Receipts will not be eligible for registered accounts. The Underlying Shares will be qualified investments eligible for RRSPs, RRIFs, RESPs, DPSPs and TSFAs;
- Qualification:** At the Closing Date and upon completion of the RTO the common shares and warrants of the Resulting Issuer will be freely tradeable;
- Capital Structure:** The Issuer has 63.0M common shares issued and outstanding (85.2M fully-diluted which includes 3.1M options exercisable at prices ranging from \$0.09 to \$0.44, 11.8M warrants exercisable at prices ranging from \$0.20 to \$0.50 and 7.3 shares issuable pursuant to convertible debentures at an average exercise price of 0.15 per share (subject to issuance of additional penalty shares in certain circumstances));
- Cash Commission:** 7.0% of the aggregate gross proceeds of the Offering payable in cash or Subscription Receipts, or any combination of cash or Subscription Receipts at the option of the Agent. In the event that a Termination Event occurs, the 50% of the Cash Commission that has been included in the Escrowed Funds shall not become payable;
- Agents' Warrants:** The Agents will receive warrants (the "Agents' Warrants") exercisable at any time prior to the date that is 24 months from the date the Escrow Release Conditions are satisfied to acquire that number of Units of the Resulting Issuer which is equal to 7.0% of the number of Subscription Receipts sold under the Offering, at an exercise price equal to the Issue Price;
- Corporate Finance Fee:** Upon closing of the Offering, the Issuer shall pay the Agents a Corporate Finance Fee equal to that number of Units which is

equal to a percentage of the aggregate number of Subscription Receipts issued pursuant to the Offering to be determined as follows: (i) 3.0% if the gross proceeds of the Offering are C\$5,000,000 or less, (ii) 4.0% if the gross proceeds of the Offering are C\$5,000,000 to C\$7,500,000; or (iii) 5.0% if the gross proceeds of the offering are greater than C\$7,500,000;

President's List:

The Issuer shall provide a President's List of investors that may subscribe for up to 20% of the Offering. The compensation to the Agents on these subscriptions shall be reduced to 3.5% Cash Commission and 3.5% Agents' Warrants;

Selling Group:

The Agent reserves the right to assemble a selling group in accordance with standard industry practice;

Closing Date:

The closing of the Offering will occur on October 19, 2018 or such date(s) (the "Closing Date") as agreed to between the Companies and the Agents;

Agents:

Canaccord Genuity Corp.	50%;
Gravitas Securities Inc.	50%.