

**APPENDIX C – TO NATIONAL INSTRUMENT 41-101  
GENERAL PROSPECTUS REQUIREMENTS**

**NON-ISSUER FORM OF SUBMISSION TO  
JURISDICTION AND APPOINTMENT OF  
AGENT FOR SERVICE OF PROCESS**

1. Name of issuer (the "Issuer"):

Nerds On Site Inc.

2. Jurisdiction of incorporation, or equivalent, of Issuer:

Ontario

3. Address of principal place of business of Issuer:

131 Wharncliffe Road South, London, Ontario, N6J 2K4

4. Description of securities (the "Securities"):

Units consisting of one subordinate voting share in the capital of the Issuer ("Subordinate Voting Share") and one-half of one Subordinate Voting Share purchase warrant

5. Date of the prospectus (the "Prospectus") under which the Securities are offered:

August 30, 2018

6. Name of person filing this form (the "Filing Person"):

Nicole Holden

7. Filing Person's relationship to Issuer:

Director

8. Jurisdiction of incorporation, or equivalent, of Filing Person, if applicable, or jurisdiction of residence of Filing Person:

Virginia, United States of America

9. Address of principal place of business of Filing Person:

1919 Tysons Trace Drive, Vienna, VA, 22182, United States of America

10. Name of agent for service of process (the "Agent"):

Nerds On Site Inc.

11. Address for service of process of Agent in Canada (the address may be anywhere in Canada):

131 Wharncliffe Road South, London, Ontario, N6J 2K4

12. The Filing Person designates and appoints the Agent at the address of the Agent stated above as its agent upon whom may be served any notice, pleading, subpoena, summons or other process in any action, investigation or administrative, criminal, quasi-criminal, penal or other proceeding (the "Proceeding") arising out of, relating to or concerning the distribution of the Securities made or purported to be made under the Prospectus, and irrevocably waives any right to raise as a defence in any such Proceeding any alleged lack of jurisdiction to bring the Proceeding.
13. The Filing Person irrevocably and unconditionally submits to the non-exclusive jurisdiction of
  - (a) the judicial, quasi-judicial and administrative tribunals of each of the provinces and territories of Canada in which the securities are distributed under the Prospectus; and
  - (b) any administrative proceeding in any such province or territory,in any Proceeding arising out of or related to or concerning the distribution of the Securities made or purported to be made under the Prospectus.
14. Until six years after completion of the distribution of the Securities made under the Prospectus, the Filing Person shall file a new submission to jurisdiction and appointment of agent for service of process in this form at least 30 days before termination of this submission to jurisdiction and appointment of agent for service of process.
15. Until six years after completion of the distribution of the Securities under the Prospectus, the Filing Person shall file an amended submission to jurisdiction and appointment of agent for service of process at least 30 days before a change in the name or above address of the Agent.
16. This submission to jurisdiction and appointment of agent for service of process shall be governed by and construed in accordance with the laws of Ontario.

Dated: August 30, 2018

Signed "Nicole Holden"  
Nicole Holden

**AGENT**

The undersigned accepts the appointment as agent for service of process of Nicole Holden under the terms and conditions of the appointment of agent for service of process stated above.

**NERDS ON SITE INC.**

Dated: August 30, 2018

Per: Signed "Charles Regan"  
Charles Regan  
Chief Executive Officer