

IN THE MATTER OF THE BANKRUPTCY AND INSOLVENCY ACT,
R.S.C., 1985, c. B-3, AS AMENDED

AND IN THE MATTER OF THE PROPOSAL OF DIGITAL UNDERGROUND
MEDIA INC a company incorporated pursuant to the laws of the Province of Ontario, with a
head office in the City of Vancouver, in the Province of British Columbia

Court File No.: 31-2295766

Nov 14/11

THE ~~DEBTOR~~ DEBTOR AND FDC OBJECTOR
SETTLED THEIR ISSUES ON THE TERMS
ATTACHED. I AM SATISFIED THAT
THE PROPOSAL IS FAIR AND REASONABLE
WITH THE REORG AND SETTLEMENT. ORDER
SIGNED AS ASKED.



ONTARIO
SUPERIOR COURT OF JUSTICE
(IN BANKRUPTCY AND INSOLVENCY)
Proceeding commenced at Toronto

MOTION RECORD
(Motion to Examine Debtor)
(returnable on date to be fixed)

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Lawyers for Forward Dimension Capital 1 LLP

November
14, 2017

FDC / DUMI Settlement.

FDC to be issued

① ~~15%~~ of new common shares for DUMI

Subscription price of ~~\$1.3~~ \$3

15%

TSC
CQ

② No obligation to fund any further amounts to DUMI except at its option.

③ FDC shall have right to participate in all future financings of DUMI (whether debt, equity or otherwise) on a pro rata basis relative to its then current percentage of holding of new common shares of DUMI.

④ Mutual release of all claims by all parties.

⑤ Covenants on ^{next round of} future funding via debt - as consented to or up to ~~reasonable cap amounts~~ to be specified. 4.0MM & CQ

Parties to forthwith formalize settlement documentation of basis of terms contained herein.

⑥ Court to be advised of settlement. Proposal to be ~~adjudicated pending final execution of definitive settlement documentation.~~ Order to go on consent at 9:30 upon execution of definitive settlement documentation approved on basis of this settlement. Signatures on other side

CQ

Forward Dimension Capital 1 LLP



by its counsel, Goodmans LLP
without any personal
liability

Digital Underground Media Inc



DREW CRAIG .
EXEC CHAIRMAN .

~~nexted~~