

## FIFTH AMENDMENT TO SHARE EXCHANGE AGREEMENT

**THIS AGREEMENT** made effective as of the 31<sup>st</sup> day of August, 2017

### AMONG:

**NETWORK EXPLORATION LTD.**, a corporation existing under the laws of the Province of British Columbia, having an office at 830 – 1100 Melville Street, Vancouver, BC V6E 4A6

(“**NEL**”)

### AND:

**YD YNVISIBLE, S.A.**, a corporation existing under the laws of Portugal, with a registered office located at Rua Mouzinho de Albuquerque, n.º 7, civil parish of Cartaxo, municipality of Cartaxo, Portugal, with the registration and tax payer number 509233023

(“**YDY**”)

### AND:

All of the shareholders of YDY as listed in Schedule “A” to this Amendment Agreement

(collectively, the “**YDY Shareholders**”)

### WHEREAS:

(A) The parties hereto entered into a share exchange agreement dated effective July 19, 2016 as amended effective September 30, 2016, December 31, 2016, February 28, 2017, and June 30, 2017 pursuant to which, and subject to the terms thereof, the parties thereto agreed to undertake a transaction whereby NEL would acquire 94.19% of the issued and outstanding shares of YDY from the YDY Shareholders (the “**Share Exchange Agreement**”);

(B) §16.7 of the Share Exchange Agreement provides that an amendment to such agreement shall be valid and binding only upon such amending agreement being in writing signed by the parties thereto;

(C) Pursuant to the terms and conditions of §13 of the Share Exchange Agreement, each YDY Shareholder has irrevocably nominated, constituted, and appointed Inês Henriques as his, her or its agent and attorney-in-fact to act on his, her, or its behalf;

(D) The parties hereto wish to further amend the terms of the Share Exchange Agreement in the manner set forth herein.

**NOW THEREFORE** in consideration of the mutual covenants and agreements herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the parties hereto, the parties hereto agree to amend the Share Exchange Agreement as follows:

1. In this Agreement capitalized terms not otherwise defined herein will have the meaning given to them in the Share Exchange Agreement.

**“Consolidation”** means the consolidation of NEL Common Shares on the basis of one new NEL Common Share for each two NEL Common Shares (or at some other ratio as agreed to by the parties in order to achieve the desired post-transaction capital structure) to occur prior to Closing;

**“Drop Dead Date”** means November 30, 2017, or such other date as the parties may mutually approve in writing;”.

2. Schedule “B” to the Share Exchange Agreement is amended by replacing subheading “NEL Authorized Share Capital and Issued Securities” with the following:

NEL Authorized Share Capital and Issued Securities

NEL has 9,864,547 NEL Common Shares issued and outstanding (which will be approximately 4,932,273 NEL Common Shares on a post-Consolidation basis).

3. The Share Exchange Agreement as amended hereby, is in all other respects, ratified, confirmed and approved.

*[Signature page follows]*

4. This Agreement may be executed in as many counterparts as may be necessary or by facsimile and each such counterpart or facsimile so executed are deemed to be an original and such counterparts and facsimile copies together will constitute one and the same instrument.

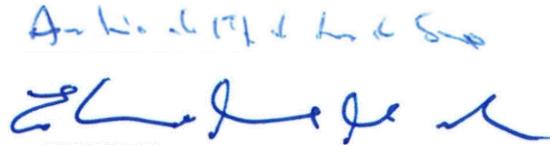
**IN WITNESS WHEREOF**, this Amending Agreement has been executed by the parties hereto on July 31, 2017.

**NETWORK EXPLORATION LTD.**

**YD YNVISIBLE, S.A.**

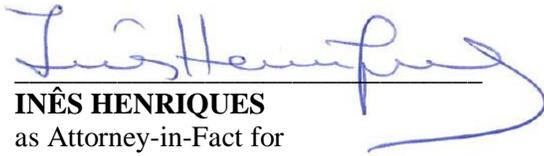
Per:

Per:



\_\_\_\_\_  
Authorized Signatory

\_\_\_\_\_  
Authorized Signatory



\_\_\_\_\_  
**INÊS HENRIQUES**  
as Attorney-in-Fact for  
each of the YDY Shareholders

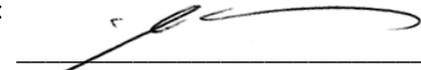
4. This Agreement may be executed in as many counterparts as may be necessary or by facsimile and each such counterpart or facsimile so executed are deemed to be an original and such counterparts and facsimile copies together will constitute one and the same instrument.

**IN WITNESS WHEREOF**, this Amending Agreement has been executed by the parties hereto on July \_\_, 2017.

**NETWORK EXPLORATION LTD.**

**YD YNVISIBLE, S.A.**

Per:

  
\_\_\_\_\_  
Authorized Signatory

Per:

\_\_\_\_\_  
Authorized Signatory

\_\_\_\_\_  
**INÊS HENRIQUES**  
as Attorney-in-Fact for  
each of the YDY Shareholders

## SCHEDULE "A"

### YDY Shareholders

<b>Registered and Beneficial Shareholder</b>
YDreams – Informática, S.A.
Fundo de Capital de Risco Armilar Venture Partners II (formerly, Fundo de Capital de Risco ES Ventures II)
Inês Henriques
Carlos Pinheiro
Jani-Mikael Kuusisto
Irina Doerk
Dennis Higgs
John Veltheer
Anders Nerell
Darcy Higgs
SEMAPA – Sociedade de Investimento e Gestão, SGPS, S.A.
CUF – Companhia União Fabril, SGPS, S.A.
Edmundo Nobre
Miguel Remédio
António Câmara