

**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"): Shopify Inc.

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

3. Address of principal place of business of Issuer: 150 Elgin Street, 8th Floor, Ottawa, Ontario, Canada, K2P 1L4

4. Description of securities (the "Securities"): Class A Subordinate Voting Shares, Preferred Shares, Debt Securities, Warrants, Subscription Receipts and Units

5. Date of the prospectus (the "Prospectus") under which the Securities are offered:
May 17, 2017

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

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: New York, New York

9. Address of principal place of business of Filing Person: New York, New York

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

11. Address for service of process of Agent in Canada:
150 Elgin Street, 8th Floor, Ottawa, Ontario, Canada, K2P 1L4 (Attn: Corporate Secretary)

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 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.

[signature pages follow]

Dated: May 17, 2017

By: (Signed) *Jeremy Seth Levine*

Name: Jeremy Seth Levine

Title: Director

AGENT

The undersigned accepts the appointment as agent for service of process of Jeremy Seth Levine under the terms and conditions of the appointment of agent for service of process stated above.

Dated: May 17, 2017

SHOPIFY INC.

By: (Signed) *Joseph A. Frasca*

Name: Joseph A. Frasca

Title: Senior Vice-President, General
Counsel and Secretary