



# THE TICKTIN LAW GROUP

"The lawyers you want between you and your problems"

Peter Ticktin  
[pt@LegalBrains.com](mailto:pt@LegalBrains.com)  
561-232-2222

October 21, 2024

**SENT VIA EMAIL**

**UPTEMPO INC.**

Attn: Board of Directors  
4100-66 Wellington Street West  
Toronto ON M5K 1B7 Canada

**MICHAEL DOLPHIN, ESQ.**

*As Attorney and Transfer Agent*  
([mdolphin@weirfoulds.com](mailto:mdolphin@weirfoulds.com))

**SHAWN ENGLISH, ESQ.**

*As Attorney and Transfer Agent*  
([senglish@weirfoulds.com](mailto:senglish@weirfoulds.com))

**JASON EWART**

([jasonewart1984@gmail.com](mailto:jasonewart1984@gmail.com), [jewart@hankpayments.com](mailto:jewart@hankpayments.com))

**MICHAEL HILMER**

([Mhilmer@hankpayments.com](mailto:Mhilmer@hankpayments.com))

**RE: Requisition of Shareholder Meeting**

Dear Members of the Board:

I represent Melrose Ventures, LLC, Intelligent Payment Processing, Inc. and Shawn Carden who collectively, as shareholders, are well in excess of 5% of the voting shares of UpTempo, Inc. My clients hereby requisition a meeting of the shareholders pursuant to the Canada Business Corporations Act and the company's bylaws.

The purpose of this meeting is to discuss, vote on, and resolve the following matters:

1. **Proposed Transaction:**

The proposed transaction featured in the press releases dated August 29, 2024 and October 3, 2024 which involved UpTempo, Inc. and Hank Payments Corp., of which UpTempo, Inc. is its largest shareholder. The

UPTEMPO INC  
Attn: Board of Directors  
October 21, 2024  
Page 2

proposed transactions outlined in the press releases are exceedingly dilutive, may constitute the defaults under existing notes, are fundamental transactions, and likely will result in a change of control. These issues need to be examined discussed and voted on.

2. **Legal Issues:**

To address the current and possible future lawsuits against UpTempo, Inc. for the following:

- a) Fraud lawsuit filed against the company in 2024; and
- b) The defaulted payment guarantees in favor of Melrose Ventures LLC, and Intelligent Payment Processing, Inc. The payment guarantees in the amount of US\$1.4 million, which has been defaulted.

3. **Valuation of Holdings:**

To discuss, vote and resolve the value of Hank Payments Corp. stock held by UpTempo, Inc., which is approximately 33 million shares at CAD 0.05 per share. This equates to approximately USD 1,215,000 (using an exchange rate of 1 CAD = 0.74 USD), significantly less than the defaulted guarantee claim alone.

4. **Board of Directors:**

To discuss, vote and resolve on the dissolution and reconstitution of the Board of Directors. The new board would be supportive of a new plan of action for the company, led by its principal shareholders and beneficial owners, Michael Trimarco and Shawn Carden.

5. **New Plan of Action:**

To present and vote on a new plan of action for the company, which includes the provision of additional capital by the group and a comprehensive strategy to address all outstanding liabilities.

6. **Document Request:**

A request will be made for disclosures of information and documents for the following:

UPTEMPO INC  
Attn: Board of Directors  
October 21, 2024  
Page 3

- a) A request will be made for specific information regarding the "liabilities" referenced in the recent press releases, as well as the debt holders contemplated in the "inducement".
  - b) The prospect of an involuntary or a voluntary bankruptcy filing.
7. To discuss, vote and resolve a takeover by Melrose Ventures, both with and without cooperation or consent of management, based on Melrose's very large debt and equity positions directly and indirectly.

I am requesting that the Board of Directors call this meeting within 21 days of receiving this requisition, as required by the law of Ontario, Canada. Should the Board fail to do so, we will proceed to call the meeting ourselves in accordance with the provisions of the Canada Business Corporations Act.

I would appreciate your prompt attention to this matter and look forward to your cooperation.

Yours very truly,

Peter Ticktin

PT:cml  
Enc: Shareholder Letter

cc:  
Bill Higley, Esq.  
(bhigley@aegislaw.com-)  
Michael Trimarco  
(miketrimarco@yahoo.com)  
Shawn Carden  
(cardenshawn81@outlook.com)  
Peter Vogel  
(petervogel92@gmail.com)  
Vincent J, Trimarco, Sr. Esq.  
grace@trimarcolaw.com



# THE TICKTIN LAW GROUP

"The lawyers you want between you and your problems"

Peter Ticktin  
[pt@LegalBrains.com](mailto:pt@LegalBrains.com)  
561-232-2222

October 21, 2024

**VIA REGULAR MAIL (to HANK) AND EMAIL (to all)**

**HANK PAYMENTS CORP.**

Attn: Board of Directors  
66 Wellington St. West  
Suite 4100  
Toronto, ON M5K 1B7  
Canada

**MICHAEL DOLPHIN, ESQ.**

*As Attorney*  
([mdolphin@weirfoulds.com](mailto:mdolphin@weirfoulds.com))

**SHAWN ENGLISH, ESQ.**

*As Attorney*  
([senglish@weirfoulds.com](mailto:senglish@weirfoulds.com))

**JASON EWART**

([jasonewart1984@gmail.com](mailto:jasonewart1984@gmail.com), [jewart@hankpayments.com](mailto:jewart@hankpayments.com))

**MICHAEL HILMER**

([Mhilmer@hankpayments.com](mailto:Mhilmer@hankpayments.com))

**RE: Requisition of Shareholder Meeting**

Dear Members of the Board:

I represent Melrose Ventures, LLC, Intelligent Payment Processing, Inc. and Shawn Carden who collectively, as shareholders, are well in excess of 5% of the voting shares of UpTempo, Inc. My clients hereby requisition a meeting of the shareholders pursuant to the Canada Business Corporations Act and the company's bylaws.

The purpose of this meeting is to discuss, vote on, and resolve the following matters:

1. **Proposed Transaction:**

The proposed transaction featured in the press releases dated August 29, 2024 and October 3, 2024 which involved UpTempo, Inc. and Hank

Hank Payments Corporation  
Attn: Board of Directors  
October 21, 2024  
Page 2

Payments Corp., of which UpTempo, Inc. is its largest shareholder. The proposed transactions outlined in the press releases are exceedingly dilutive, may constitute the defaults under existing notes, are fundamental transactions, and likely will result in a change of control. These issues need to be examined discussed and voted on.

2. **Legal Issues:**

To address the current and possible future lawsuits against UpTempo, Inc. for the following:

- a) Fraud lawsuit filed against the company in 2024; and
- b) The defaulted payment guarantees in favor of Melrose Ventures LLC, and Intelligent Payment Processing, Inc. The payment guarantees in the amount of US\$1.4 million, which has been defaulted.

3. **Valuation of Holdings:**

To discuss, vote and resolve the value of Hank Payments Corp. stock held by UpTempo, Inc., which is approximately 33 million shares at CAD 0.05 per share. This equates to approximately USD 1,215,000 (using an exchange rate of 1 CAD = 0.74 USD), significantly less than the defaulted guarantee claim alone.

4. **Board of Directors:**

To discuss, vote and resolve on the dissolution and reconstitution of the Board of Directors. The new board would be supportive of a new plan of action for the company, led by its principal shareholders and beneficial owners, Michael Trimarco and Shawn Carden.

5. **New Plan of Action:**

To present and vote on a new plan of action for the company, which includes the provision of additional capital by the group and a comprehensive strategy to address all outstanding liabilities.

6. **Document Request:**

A request will be made for disclosures of information and documents for the following:

Hank Payments Corporation  
Attn: Board of Directors  
October 21, 2024  
Page 3

- a) A request will be made for specific information regarding the "liabilities" referenced in the recent press releases, as well as the debt holders contemplated in the "inducement".
  - b) The prospect of an involuntary or a voluntary bankruptcy filing.
7. To discuss, vote and resolve a takeover by Melrose Ventures, both with and without cooperation or consent of management, based on Melrose's very large debt and equity positions directly and indirectly.

I am requesting that the Board of Directors call this meeting within 21 days of receiving this requisition, as required by the law of Ontario, Canada. Should the Board fail to do so, we will proceed to call the meeting ourselves in accordance with the provisions of the Canada Business Corporations Act.

I would appreciate your prompt attention to this matter and look forward to your cooperation.

Yours very truly,

Peter Ticktin

PT:cml  
Enc: Shareholder Letter

cc:  
Bill Higley, Esq.  
(bhigley@aegislaw.com-)  
Michael Trimarco  
(miketrimarco@yahoo.com)  
Shawn Carden  
(cardenshawn81@outlook.com)  
Peter Vogel  
(petervogel92@gmail.com)  
Vincent J, Trimarco, Sr. Esq.  
grace@trimarcolaw.com