

NEOTECK SOLUTIONS INC.

**Annual and Special General Meeting
to be held on December 17, 2014**

**Notice of Annual and Special General Meeting
and
Information Circular**

November 10, 2014

NEOTECK SOLUTIONS INC.

1011 Cordova Street West, Suite 2301

Vancouver, BC V6C 0B2

NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special general meeting (the “**Meeting**”) of the shareholders of **Neoteck Solutions Inc.** (the “**Company**”) will be held at Suite 880 – 580 Hornby Street, Vancouver, BC, V6C 3B6 on **Wednesday, December 17, 2014** at **10:00 a.m. (Vancouver, British Columbia time)**. At the Meeting, the shareholders will receive the financial statements for the year ended February 28, 2014, together with the auditor’s report thereon, and consider resolutions to:

1. elect directors for the ensuing year;
2. appoint MNP LLP, Chartered Accountants, as auditor of the Company for the ensuing year;
3. authorize the directors to determine the remuneration to be paid to the auditor;
4. confirm the Company’s stock option plan, as required annually by the policies of the TSX Venture Exchange;
5. to consider and, if thought advisable, to pass, with or without amendment, a special resolution to replace the Articles of the Company with a new set of Articles which, among other things, will contain “Advance Notice Provisions”, as more particularly described in the section of the information circular entitled “Particulars of Matters to be Acted Upon – Adoption of New Articles including Advance Notice Provisions”; and
6. transact such other business as may properly be put before the Meeting.

All shareholders are entitled to attend and vote at the Meeting in person or by proxy. The Board of Directors (the “**Board**”) requests that all shareholders who will not be attending the Meeting in person read, date and sign the accompanying proxy and deliver it to Computershare Investor Services Inc. (“**Computershare**”). If a shareholder does not deliver a proxy to Computershare, Attention: Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, by 10:00 a.m. (Vancouver, British Columbia time) on **Monday, December 15, 2014** (or before 48 hours, excluding Saturdays, Sundays and holidays before any adjournment of the meeting at which the proxy is to be used) then the shareholder will not be entitled to vote at the Meeting by proxy. Only shareholders of record at the close of business on **Monday, November 10, 2014** will be entitled to vote at the Meeting.

An information circular and a form of proxy accompany this notice.

DATED at Vancouver, British Columbia, the 10th day of November, 2014.

ON BEHALF OF THE BOARD

“Gunther Roehlig”

Chief Executive Officer and Director