



Notice of Special Meeting of Shareholders

Date:	Monday, December 4, 2017
Time:	3:00 p.m. MT
Place:	1100, 736 – 8 Ave SW Calgary, Alberta

AGENDA

1. Sale of business: to consider and vote upon the following special resolution:

“RESOLVED as a special resolution of the shareholders of Glenbriar Technologies Inc. that:

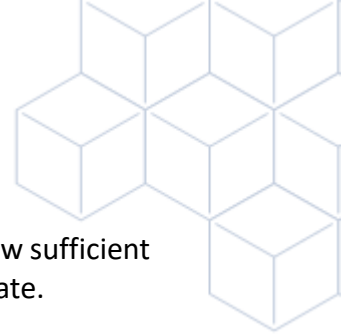
- (a) The Agreement dated November 2, 2017 between Glenbriar and Uniserve Communications Corporation selling Glenbriar’s information technology business and related assets to Uniserve effective October 1, 2017 is approved, ratified and confirmed in the form included in the Information Circular accompanying this Notice of Special Meeting.
- (b) The officers and directors of Glenbriar are directed and authorized to take all steps necessary and advisable, and to execute on behalf of Glenbriar such documents, transfers, notices and acknowledgements as they deem necessary or advisable to give effect to this resolution and the transactions contemplated herewith.”

2. Other Business: which comes before the meeting or any adjournment.

See the Matters to be Acted Upon at the Meeting section of the Information Circular for details, including the right of a dissenting shareholder to be paid the fair value of the shareholder’s shares in accordance with section 191 of the *Business Corporations Act* (Alberta).

Notice-and-access: Registered shareholders are sent materials under the notice-and-access rules in NI 54-101, under which the Information Circular and additional materials are posted online. Please call Glenbriar toll-free at +1 (877) 233-7309 x117 if you have questions about notice-and-access. Non-registered shareholders still receive the Information Circular because Broadridge’s pricing policies make notice-and-access uneconomic for small issuers.

Information Circular: The Information Circular and additional materials are available on Glenbriar’s pages on Sedar at www.sedar.com, the CSE website at thecse.com, on Glenbriar’s website at glenbriar.com/corporate/filings, and on Uniserve’s website at <https://www.uniserve.com/glenbriar-filings/>. Shareholders should review these materials when voting. Shareholders may obtain paper copies by sending a request by: a) e-mail to proxy@glenbriar.com; b) mail to Secretary, Glenbriar Technologies Inc., 1100, 736 – 8 Ave SW, Calgary, Alberta T2P 1H4; or c) calling toll free to +1 (877) 233-7309 x117. A request for paper



copies should be sent so that it is received by Glenbriar by November 10, 2017 to allow sufficient time for the shareholder to receive the paper copy and return the proxy by its due date.

Proxy: If you or a person you designate plan to attend the meeting, you must appoint yourself or that person as proxy to have voting rights at the meeting.

- **Registered holders: Complete and return the Proxy Form** so that it is received by 4:00 p.m. ET, on Friday, December 1, 2017 **by e-mail** to info@reliablestocktransfer.com, **by mail** to Secretary, Glenbriar Technologies Inc., c/o Proxy Dept., Reliable Stock Transfer Inc., 100 King Street West, Suite 5700, Toronto, ON M5X 1C7, **by fax** to (972) 596-2007, **or deliver it** to the Chairman at the meeting.
- **Non-registered holders: Complete and return the Voting Instruction Form (VIF)** from Broadridge (as agent for your bank, trust company or broker) as early as practicable to ensure that it is transmitted to Glenbriar on time.

Voting: **Registered holders:** You must be a registered holder of Glenbriar Common Shares at the close of business on November 2, 2017 to vote. You may vote in person or by proxy. A proxy need not be a shareholder. **Non-registered holders:** You may vote or appoint a proxy using the VIF from Broadridge, who submits your vote or proxy appointment to Glenbriar.

Transferred Shares: **Registered holders:** If you transfer Common Shares before the meeting, and the transferee establishes ownership and demands at least 10 days before the meeting to be included on the list of eligible voters, the right to vote those shares passes to the transferee. **Non-registered holders:** This right must be exercised through your bank, trust company or broker.

Solicitation Costs: Glenbriar uses and pays intermediaries and agents to send proxy-related materials to all registered and non-registered owners rather than sending those materials directly. **Registered holders: Reliable Stock Transfer sent these materials to you based upon the share register they maintain as Glenbriar's registrar and transfer agent.** **Non-registered holders: Broadridge sent these materials to you as agent for your bank, trust company or broker, who provided your name, address and information about your securities holdings in accordance with applicable securities regulations.**

Calgary, Alberta
November 2, 2017

BY ORDER OF THE BOARD

Christine Padaric, Secretary