

SENTERNET PHI GAMMA INC.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the annual general and special meeting (the "**Meeting**") of shareholders (the "**Shareholders**") of Senternet Phi Gamma Inc. (the "**Company**") will be held at 1 Adelaide St. East, 2nd Floor, Suite 203, Toronto, Ontario on June 13, 2018 at 10:00 a.m. (Toronto time) for the following purposes:

1. to receive the audited financial statements for the fiscal year ended December 31, 2017 and 2016, and the report of the auditor thereon;
2. to fix the number of directors of the Company at four (4);
3. to pass a special resolution empowering the board of directors of the Company (the "**Board**") to determine from time to time the number of directors within the minimum and maximum numbers provided in the articles of the Company;
4. to elect directors of the Company for the ensuing year;
5. to re-appoint Zeifmans LLP as auditor of the Company for the ensuing year and to authorize the directors to fix the auditor's remuneration;
6. to pass a special resolution authorizing and approving the consolidation of the issued and outstanding Common Shares on the basis of one (1) post-consolidation Common Share for a minimum of every existing two (2) pre-consolidation Common Shares and a maximum of twenty (20) pre-consolidation Common Shares issued and outstanding immediately prior to the consolidation, with the final ratio to be determined by the Board, in its sole discretion, effective for twelve (12) months from the date of such approval, as more particularly set forth in the accompanying Management Information Circular;
7. to pass a special resolution approving a change in the name of the Company from "Senternet Phi Gamma Inc." to such other name as may be determined by the Board, in its sole discretion, effective for twelve (12) months from the date of such approval, as more particularly set forth in the accompanying Management Information Circular; and
8. to consider any permitted amendment to or variation of any matter identified in this Notice of Annual General and Special Meeting of Shareholders (this "**Notice**") and to transact such other business as may properly come before the Meeting or any adjournment thereof. Management is not currently aware of any other matters that could come before the Meeting.

The specific details of the foregoing matters to be put before the Meeting, as well as further information with respect to voting by proxy, are set forth in the Management Information Circular.

Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting must complete, date and execute the enclosed form of proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of proxy and in the Management Information Circular.

Unregistered shareholders who plan to attend the Meeting must follow the instructions set out in the voting instruction form and in the Information Circular to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account, you are not a registered shareholder.

DATED at Toronto, Ontario, May 10, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ "Yaron Conforti"

Yaron Conforti
Chief Executive Officer, Chief Financial Officer, Secretary and Director