

# Call Genie Inc.

325 Milner Avenue  
Suite 1001  
Toronto, Ontario M1B 5S8

## NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that a Special Meeting (the "**Meeting**") of the shareholders (the "**Shareholders**") of Call Genie Inc. ("**Call Genie**" or the "**Corporation**") will be held at the offices of Call Genie (325 Milner Avenue, Suite 1001, Toronto, Ontario, M1B 5S8), at 2:00 p.m. (Toronto Time) on Thursday, December 29, 2011 for the following purposes:

1. to consider and, if thought advisable, pass, with or without variation, a special resolution (the text of which is set out in the accompanying management proxy circular dated December 2, 2011 (the "**Circular**")), approving and authorizing an amendment to the Articles of Amalgamation of Call Genie (the "**Articles**") to change the name of the Corporation to "VoodooVox Inc.", "UpSnap Mobile Inc." or such other name as may be approved by the directors of Call Genie and applicable regulatory authorities;
2. to consider and, if thought advisable, pass, with or without variation, an ordinary resolution (the text of which is set out in the Circular) approving and authorizing (i) a reduction in the prices at which common shares of the Corporation ("**Common Shares**") may be issued upon the conversion of an aggregate of \$13,090,000 of outstanding principal and \$318,329 in accrued but unpaid interest to December 30, 2011 under various series of convertible secured debentures (previously issued by the Corporation and maturing May 30, 2012, October 31, 2012, and March 2, 2015) (collectively, the "**Debentures**"), to \$0.10 per Common Share and (ii) the issuance of up to 134,083,288 Common Shares upon the exercise of conversion rights (at the reduced conversion price) attached to the Debentures;
3. to consider and, if thought advisable, pass, with or without variation, an ordinary resolution (the text of which is set out in the Circular) approving and authorizing the issuance of up to 8,125,000 Common Share purchase warrants (the "**Warrants**" and each individually a "**Warrant**") in connection with a debenture conversion program proposed to be implemented by the Corporation (to incentivize holders of up to \$1,625,000 aggregate principal amount of outstanding convertible secured debentures previously issued by the Corporation and maturing August 31, 2012 to convert those debentures into Common Shares), on the basis that for each \$1,000 principal amount of debentures converted, the Corporation will issue to the former holder of such debentures 5,000 Warrants, each of which will entitle the holder to purchase one Common Share, at any time and from time to time until December 31, 2013, at an exercise price of \$0.12 per Common Share;
4. to transact such other business as may be properly brought before the Meeting or any adjournment thereof.

Additional information respecting items 1 through 3 above is set out in the Circular.

A *registered* Shareholder may attend the Meeting in person or may be represented at the Meeting by a duly appointed proxyholder. *Registered* shareholders who are unable to attend the Meeting in person are requested to date, sign and return the accompanying instrument of proxy, or other appropriate form of proxy, in accordance with the instructions set out in the Proxy Circular. **A proxy will not be valid unless**

it is deposited at the offices of Computershare Trust Company of Canada (by mail or courier, at 100 University Avenue, 9<sup>th</sup> Floor, Toronto, Ontario, M5J 2Y1, Attention: Proxy Department; or by facsimile at 416-263-9524 or 1-866-249-7775), at least forty-eight (48) hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting, or any adjournment thereof. A person appointed as proxyholder need not be a shareholder of the Corporation.

Only persons who were registered as holders of Common Shares on the records of the Corporation as of the close of business on November 29, 2011 are entitled to receive notice of the Meeting.

*Registered* Shareholders are those persons who are named as owners of Common Shares on the register of Shareholders maintained by the Corporation's registrar and transfer agent (the "**Register of Shareholders**"). A significant number of persons who beneficially own Common Shares hold their shares in a brokerage account or through some other intermediary. In almost all cases, a person whose Common Shares are held through a broker (or other intermediary) will not appear as the registered holder of those shares on the Register of Shareholders. Non-registered Shareholders (i.e., persons whose Common Shares are not held in their own name) do not have the same legal rights as *registered* Shareholders in respect of shareholder meetings (including the right to vote directly at shareholder meetings and to appoint a proxyholder), and non-registered Shareholders are required to act indirectly through their broker (or other intermediary) in order to have their Common Shares voted. **Non-registered Shareholders should refer to the information set out under the heading "Voting of Common Shares – Advice to Non-Registered Holders of Common Shares" in the Proxy Circular.**

DATED at Toronto, Ontario as of December 2, 2011.

BY ORDER OF THE BOARD OF DIRECTORS

*"Erin D. Oor"*

Erin Oor  
Vice President/General Counsel