

Call Genie Inc.

325 Milner Avenue
Suite 1001
Toronto, ON M1B 5S8

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual and Special Meeting of the Shareholders (the "**Meeting**") of Call Genie Inc. ("**Call Genie**" or the "**Corporation**") will be held at the offices of Call Genie in the main Boardroom at 325 Milner Avenue, Suite 1001, Toronto, Ontario, M1B 5S8, at 9:30 a.m. (Toronto Time) on Thursday, June 30, 2011 for the following purposes:

1. to receive the consolidated financial statements of the Corporation as at and for the year ended December 31, 2010 and the auditors' report thereon;
2. to elect the directors of the Corporation for the ensuing year;
3. to appoint auditors for the ensuing year and authorize the Board of Directors to fix the remuneration of the auditors;
4. to approve an amendment of By-Law No. 3 of the Corporation, being a by-law relating generally to the conduct of the business and affairs of the Corporation, to allow for the electronic delivery of shares to shareholders of the Corporation;
5. to consider, and if thought fit, ratify and confirm the existing share option plan (the "**Option Plan**") of the Corporation;
6. to consider, and if thought fit, ratify and confirm the existing employee share purchase plan of the Corporation; and
7. to transact such other business as may be properly brought before the Meeting or any adjournment thereof.

Information relating to items 2 through 6 above is set out in the accompanying Management Proxy Circular, dated as of May 31, 2011.

A shareholder may attend the Meeting in person or may be represented by a proxyholder. Shareholders who are unable to attend the Meeting in person are asked 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 accompanying Management 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, 9th 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 May 26, 2011 are entitled to receive notice of the Meeting.

Registered Call Genie shareholders are those persons named as owners of Call Genie common shares on the register of shareholders maintained by Call Genie's registrar and transfer agent (the "**Register of Shareholders**"). A significant number of persons who beneficially own Call Genie shares hold those shares

in a brokerage account or through some other intermediary. In almost all cases, a person whose Call Genie shares are held through a broker (or other intermediary) will not appear as the registered holder of such Call Genie shares on the Register of Shareholders. Non-registered Call Genie shareholders (i.e., persons whose Call Genie shares are not held in their own name) do not have the same legal rights as registered Call Genie shareholders in respect of shareholder meetings (including the right to vote directly at shareholder meetings and to appoint a proxyholder), and non-registered Call Genie shareholders are required to act indirectly through their broker (or other intermediary) in order to have their Call Genie shares voted at shareholder meetings. Non-registered Call Genie shareholders should refer to the information set out under the heading "Voting of Common Shares -- Advice to Nonregistered Holders of Common Shares" in the accompanying Management Proxy Circular.

DATED at Toronto, Ontario as of May 31, 2011.

BY ORDER OF THE BOARD OF DIRECTORS

"Erin D. Oor"

Erin Oor
Corporate Secretary