

DIGIFONICA INTERNATIONAL INC.

1750 – 999 West Hastings Street
Vancouver, BC V6C 2W2

NOTICE OF ANNUAL AND SPECIAL MEETING

TAKE NOTICE that the **ANNUAL and a SPECIAL MEETING** of the Shareholders of **DIGIFONICA INTERNATIONAL INC.** (hereinafter called the “Corporation”) will be held at 300 – 576 Seymour Street, Vancouver, B.C., on Monday, August 13, 2012, at the hour of 10:00 a.m. (Vancouver time) for the following purposes:

1. to receive the Report of the Directors;
2. to receive the financial statements of the Corporation for its fiscal year ended December 31, 2011 and the report of the Auditors thereon;
3. to appoint Auditors for the ensuing year and to authorize the Directors to fix their remuneration;
4. to determine the number of directors and to elect directors;
5. to consider and, if thought fit, to approve an ordinary resolution to ratify the Corporation’s 10% “rolling” Stock Option Plan;
6. to consider and, if deemed advisable by shareholders, to pass, with or without variation, a special resolution authorizing the changing the name of the Corporation to a name as approved by the directors of the Corporation and the continuance of the Corporation from the Province of Alberta to the province of British Columbia (the "Change of Name and Continuance Resolution"), all as more particularly described in the accompanying Information Circular; and
7. to transact such other business as may properly come before the Meeting.

Accompanying this Notice of Meeting is the Information Circular, a form of proxy (the “Proxy”) and a form whereby shareholders can request to be added to the Corporation’s supplemental mailing list. The Information Circular includes more detailed information relating to the matters to be addressed at the Meeting. The Information Circular is deemed to form a part of this Notice.

Shareholders of the Corporation unable to attend the Meeting in person should read the notes to the Proxy and complete and return the Proxy to the Corporation’s registrar and transfer agent, Computershare Investor Services Inc., Attention: Proxy Department, 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, or by fax at 1-866-249-7775, not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the commencement of the Meeting, unless the chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently.

If you are a non-registered shareholder of the Corporation and received these materials through your broker or another intermediary, please complete and return the Proxy in accordance with instructions provided to you by your broker or such other intermediary.

The enclosed Proxy appoints nominees of management as proxyholder and you may amend the Proxy, if you wish, by inserting in the space provided the name of the person you wish to represent you as proxyholder at the Meeting. Only holders of the Corporation common shares of record at the close of business on July 9, 2012 will be entitled to vote at the Meeting.

DATED at Vancouver, B.C., this 13th day of July, 2012

BY ORDER OF THE BOARD OF DIRECTORS

“Gunther Roehlig”

**Gunther Roehlig
President & CEO**