

## **DIGIFONICA INTERNATIONAL INC.**

### **NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN THAT an Annual and Special Meeting (the "Meeting") of holders of common shares ("Shares") of Digifonica International Inc. (the "Corporation") will be held on Friday February 25, 2011 at 11:00 a.m. (Vancouver time) at Days Inn, 921 West Pender Street Vancouver, British Columbia, V6C 1M2 for the following purposes:

1. to receive and consider the audited financial statements of the Corporation for the fiscal year ended December 31, 2009, together with the reports of the auditors thereon;
2. to elect the board of directors of the Corporation for the ensuing year;
3. to re-appoint HLB Cinnamon Jang Willoughby & Company as the auditors of the Corporation for the ensuing year and to authorize the board of directors of the Corporation to determine the remuneration to be paid to the auditors;
4. to consider and, if deemed advisable, to pass a special resolution, the full text of which is set forth in the accompanying Management Proxy Circular, to consolidate Shares of the Corporation on a ratio of one new consolidated Share for up to ten current shares in the discretion of the directors and to change the name of the Corporation to a name selected by the directors;
5. To approve a change of business and a change of the undertaking of the Corporation;
6. to consider and, if deemed advisable, to pass an ordinary resolution, the full text of which is set forth in the accompanying Management Proxy Circular, ratifying, adopting and re-approving the stock option plan of the Corporation and authorizing the Corporation's board of directors to make any amendments thereto that may be required for the purpose of obtaining the approval of applicable securities regulatory authorities or stock exchanges;
7. To approve stock options granted in the ensuing year to the directors, officers, insiders and consultants on terms acceptable to the TSX Venture Exchange and in accordance with the Corporation's stock option plan.
8. to transact such other business as may be properly brought before the Meeting or any adjournment thereof.

Information relating to matters to be acted upon by the shareholders at the Meeting is set forth in the accompanying Management Proxy Circular.

A shareholder may attend the Meeting in person or may be represented at the Meeting by proxy. Shareholders who are unable to attend the Meeting in person and wish to be represented by proxy are requested to date, sign and return the accompanying Instrument of Proxy, or other appropriate form of proxy, in accordance with the instructions set forth in the accompanying Management Proxy Circular and Instrument of Proxy. An Instrument of Proxy will not be valid unless it is deposited at the offices of Olympia Trust Company at Suite 2300, 125 - 9<sup>th</sup> Avenue S.E., Calgary, Alberta T2G 0P6, in the enclosed self-addressed envelope or faxed to (403) 265-1455 not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time of the Meeting, or any adjournment thereof. A person appointed as proxy holder need not be a shareholder of the Corporation. Shareholders can also vote online at <http://www.olympiatrust.com/proxy>.

Only shareholders of record as at the close of business on January 21, 2011 (the "Record Date") are entitled to receive notice of the Meeting.

**SHAREHOLDERS ARE CAUTIONED THAT THE USE OF THE MAIL TO TRANSMIT PROXIES IS AT EACH SHAREHOLDER'S RISK.**

**DATED** at Vancouver, British Columbia, this 28<sup>th</sup> day of January, 2011.

**BY ORDER OF THE BOARD OF DIRECTORS**

*"Gavin McMillan"*

Gavin McMillan

President