

**TOWER ONE WIRELESS CORP.**

Suite 600 – 535 Howe Street

Vancouver, BC V6C 2Z4

Telephone: 604-559-8051

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING**

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of shareholders of Tower One Wireless Corp. (the “**Company**”) will be held in a virtual only format, which will be conducted via telephone conference, on September 22, 2021, at the hour of 10:00 a.m. (Pacific Standard Time) for the following purposes:

- (1) to receive the audited financial statements of the Company for the fiscal year ended December 31, 2020, and the accompanying report of the auditors;
- (2) to set the number of directors of the Company at four (4);
- (3) to elect Robert Horsely, Alejandro Ochoa, Fabio Alexander Vasquez and Hugo Ochoa as directors of the Company;
- (4) to appoint Smythe LLP, Chartered Professional Accountants as the auditors of the Company for the fiscal year ending December 31, 2021;
- (5) to authorize the directors of the Company to fix the remuneration to be paid to the auditors for the fiscal year ending December 31, 2021;
- (6) to consider, and if thought fit, to approve an ordinary resolution to ratify the adoption of the Omnibus Equity Incentive Plan, all as described in the accompanying Information Circular; and
- (7) to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

**Registered Shareholders and validly appointed proxyholders may attend the meeting by calling 877-407-2991 (Event 14) (toll-free in Canada and the United States) or 201-389-0925 (Event 14) (international). Registered Shareholders who attend the virtual meeting will have an equal opportunity to participate at the Meeting, regardless of their geographical location.**

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

The board of directors of the Company has fixed August 6, 2021 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please vote by proxy by following the instructions provided in the form of proxy at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, or a trustee or administrator of a retirement savings plan, retirement income fund, education savings plan or other similar savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (each, an “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, this 16<sup>th</sup> day of August, 2021.

By Order of the Board of Directors of

**TOWER ONE WIRELESS CORP.**

*“Alejandro Ochoa”*

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Alejandro Ochoa  
Chief Executive Officer, President and Director

**PLEASE VOTE. YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE COMPLETE, SIGN AND DATE THE ENCLOSED FORM OF PROXY AND PROMPTLY RETURN IT IN THE ENVELOPE PROVIDED.**