

MANUWEB SOFTWARE SYSTEMS INC.

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS  
TO BE HELD ON WEDNESDAY, DECEMBER 7, 2011**

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “**Meeting**”) of the shareholders of Manuweb Software Systems Inc. (the “**Company**”) will be held in the Spanish Banks Boardroom, located on the 2<sup>nd</sup> floor, 510 Burrard Street, Vancouver, British Columbia on Wednesday, December 7, 2011 at 11:00 a.m. (Vancouver time) for the following purposes:

1. To receive the financial statements of the Company for the financial year ended May 31, 2011, together with the auditors’ report thereon;
2. To fix the number of directors to be elected at the Meeting at five (5) and to elect the directors of the Company until the next annual meeting;
3. To appoint Buckley Dodds, Chartered Accountants, as auditors of the Company until the next annual meeting and to authorize the directors to fix their remuneration;
4. To approve the consolidation of the common shares of the Company on the basis of one (1) new share for every seven (7) currently issued and outstanding shares;
5. To approve the acquisition of VisualVault Technologies Inc.;
6. To approve the acquisition of Advantive Information Management Inc.;
7. To approve the amendment of the articles of the Company to change its name to “VisualVault Corporation”; and
8. To transact such other business as may properly come before the Meeting.

Information relating to the matters to be brought before the Meeting is set forth in the information circular accompanying this Notice of Meeting.

**DATED** at Phoenix, Arizona this 8<sup>th</sup> day of December, 2011.

**BY ORDER OF THE BOARD OF DIRECTORS OF  
MANUWEB SOFTWARE SYSTEMS INC.**

(signed) “*Van Potter*”

**President, Chief Executive Officer, and a Director**

**IMPORTANT**

Only holders of the common shares of the Company (the “**Shares**”) of record at the close of business on November 2, 2011 (the “**Record Date**”) are entitled to notice of and to participate at the Meeting and only such persons or those who become holders of Shares of the Company after the Record Date and comply with the provisions of the *Business Corporations Act* (British Columbia) are entitled to vote at the Meeting. If you are unable to attend in person, kindly fill in, sign and return the enclosed proxy in the envelope provided for that purpose.

Proxies, to be valid, must be deposited at the office of the registrar and transfer agent of the Company, Computershare Trust Company, 2<sup>nd</sup> floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9,

Attention: Proxy Department, not less than 48 hours, excluding Saturdays, Sundays and statutory holidays, preceding the Meeting or any adjournment thereof.