

## NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS OF SOUTHTECH CAPITAL CORPORATION

**NOTICE IS HEREBY GIVEN THAT** an annual and special meeting (the “**Southtech Meeting**”) of the holders of common shares (“**Southtech Shares**”) of Southtech Capital Corporation (“**Southtech**”) will be held at the offices of Burstall Winger Zammit LLP, 1600, 333 - 7th Avenue S.W., Calgary, Alberta T2P 2Z1, at 9:00 a.m. (Calgary time), on Wednesday, September 10, 2014 for the following purposes:

1. to receive the audited financial statements of Southtech for the fiscal year ended December 31, 2013;
2. in the event the Amalgamation (as defined below) is not completed, to fix the number of directors for the next ensuing year at five (5) members, subject to the provisions of the articles of Southtech relating to subsequent appointments by the board of directors;
3. in the event the Amalgamation is not completed, to elect the board of directors of Southtech to hold office until the next annual meeting of the holders of Southtech Shares or until their successors are elected or appointed;
4. in the event the Amalgamation is not completed, to appoint BDO Canada LLP, Chartered Accountants, as auditors for Southtech for the ensuing year and to authorize Southtech to fix the auditors’ remuneration;
5. in the event the Amalgamation is not completed, to consider, and if thought advisable, to pass, with or without variation, an ordinary resolution to approve Southtech’s stock option plan, as more particularly set forth in the accompanying joint management information circular of Southtech and Redfall Technologies Inc. (“**Redfall**”) dated July 31, 2014 (the “**Joint Information Circular**”);
6. to consider and, if thought appropriate, to pass, with or without variation, a special resolution (the “**Southtech Amalgamation Resolution**”), approving the amalgamation agreement dated May 7, 2014 between Southtech and Redfall, as amended on July 31, 2014, pursuant to which Southtech and Redfall will amalgamate (the “**Amalgamation**”) under the provisions of the *Business Corporations Act* (Alberta) (the “**ABCA**”) and continue as a new corporation (“**Amalco**”), all as more particularly described in the accompanying Joint Information Circular;
7. conditional upon the Southtech Amalgamation Resolution being approved, to consider and, if thought appropriate, to pass, with or without variation, an ordinary resolution approving the stock option plan attached as Appendix B to the Joint Information Circular as the stock option plan of Amalco;
8. conditional upon the Southtech Amalgamation Resolution being approved, to consider and, if thought appropriate, to pass, with or without variation, an ordinary resolution approving the Advance Notice By-Law attached as Appendix C to the Joint Information Circular as the Advance Notice By-Law of Amalco;
9. in the event the Amalgamation is not completed, to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution of disinterested shareholders, authorizing Southtech to:
  - (a) transfer to the NEX board of the TSX Venture Exchange (the “**Exchange**”); and
  - (b) to cancel such number of Seed Shares (as defined in Exchange policies) purchased by non-arm’s length parties to Southtech at a discount to Southtech’s initial public offering such that the average cost of the remaining Seed Shares is at least equal to \$0.10; and
10. to transact any such further and other business as may properly be brought before the Southtech Meeting or any postponement or adjournment thereof.

The nature of the business to be transacted at the Southtech Meeting and the specific details regarding the Amalgamation are described in further detail in the Joint Information Circular, including the appendices thereto.

The record date for the determination of shareholders entitled to receive notice of and to vote at the Southtech Meeting or any postponement or adjournment thereof is August 13, 2014 (the “**Southtech Record Date**”). Holders of Southtech Shares (“**Southtech Shareholders**”) whose names have been entered in the register of Southtech Shareholders at the close of business on the Southtech Record Date will be entitled to receive notice of and to vote at the Southtech Meeting, provided that, to the extent a Southtech Shareholder transfers the ownership of any of his or her Southtech Shares after such date and the transferee of those shares establishes that he or she owns such shares and requests, not later than 10 days before the Southtech Meeting, to be included in the list of Southtech Shareholders eligible to vote at the Southtech Meeting, such transferee will be entitled to vote those shares at the Southtech Meeting.

A registered Southtech Shareholder may attend the Southtech Meeting in person or may be represented by proxy. Southtech Shareholders who are unable to attend the Southtech Meeting or any postponement or adjournment thereof in person are requested to date, execute and return the accompanying instrument of proxy for use at the Southtech Meeting or any postponement or adjournment thereof. **To be effective, the enclosed instrument of proxy must be mailed so as to reach or be deposited with CST Trust Company, Attention: Proxy Department, P.O. Box 721, Agincourt, Ontario M1S 0A1, not later than 9:00 a.m. on Monday, September 8, 2014 or forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays) prior to any postponement or adjournment thereof.**

The persons named in the enclosed instrument of proxy are directors and/or officers of Southtech. Each Southtech Shareholder has the right to appoint a proxyholder other than such persons, who need not be a shareholder, to attend and to act for him or her and on his or her behalf at the Southtech Meeting. To exercise such right, the names of the nominees of management should be crossed out and the name of the Southtech Shareholder’s appointee should be legibly printed in the blank space provided.

**Registered Southtech Shareholders have the right to dissent with respect to the Southtech Amalgamation Resolution and, if the Southtech Amalgamation Resolution becomes effective, to be paid the fair value of their Southtech Shares in accordance with Section 191 of the ABCA. A registered Southtech Shareholder’s right to dissent is more particularly described in the Joint Information Circular and the text of Section 191 of the ABCA is set forth in Appendix D to the Joint Information Circular. A dissenting Southtech Shareholder must deliver to Southtech, c/o its counsel, Burstall Winger Zammit LLP, Suite 1600, the Dome Tower, 333 7th Avenue S.W., Calgary, Alberta T2P 2Z1, Attention: Doug Stuve, a written objection to the Southtech Amalgamation Resolution, at or prior to the Southtech Meeting or any postponement or adjournment thereof in order to be effective. Please refer to the Information Circular under the heading “*Information Concerning the Amalgamation — Right of Dissent*” and Appendix D for a description of the right to dissent in respect of the Amalgamation.**

**Failure to strictly comply with the requirements set forth in Section 191 of the ABCA may result in the loss of the right to dissent. Persons who are beneficial owners of Southtech Shares, registered in the name of a broker, custodian, nominee or other intermediary who wish to dissent should be aware that only registered holders of Southtech Shares are entitled to dissent. Accordingly, a beneficial owner of Southtech Shares desiring to exercise the right of dissent must make arrangements for the Southtech Shares beneficially owned by such holder to be registered in such holder’s name prior to the time the written objection to the Southtech Amalgamation Resolution is required to be received by Southtech or, alternatively, make arrangements for the registered holder of such Southtech Shares to dissent on behalf of the holder.**

DATED at Calgary, Alberta, this 31<sup>st</sup> day of July, 2014.

**BY ORDER OF THE BOARD OF DIRECTORS**

Per: (signed) “Wade Larson”  
**Wade Larson**  
President and Chief Executive Officer