

**ICESOFT TECHNOLOGIES CANADA CORP.**  
(the “Corporation”)

261-3553 31<sup>ST</sup> Street NW  
Calgary, Alberta T2L 2K7  
Tel. No. (403) 663-3322  
Fax No. (403) 663-3320

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that a Special Meeting (the “**Meeting**”) of Shareholders of ICESoft Technologies Canada Corp. will be held at **the Corporation’s offices at Suite 261, 3553 31st St. NW, Calgary, AB T2L 2K7** (and broadcasted live for viewing only via remote access using the Zoom online service) **at 10:30 AM (Mountain Time) on November 23, 2021** to consider, and if appropriate approve:

1. a special resolution to fix the number of directors at four, as more particularly described in the accompanying Management Proxy Circular;
2. to elect Bruce W. Derrick as director of the Corporation until the next annual meeting of the Corporation, as more particularly described in the accompanying Management Proxy Circular;
3. a special resolution to approve an amendment to the articles of incorporation of the Corporation to implement the consolidation of the common shares of the Corporation (the “**Common Shares**”) on a ten (10) pre-consolidation Common Shares for one (1) post-consolidation Common Share (10:1) basis, as more particularly described in the accompanying Management Proxy Circular;
4. a special resolution to approve amendments to the articles of incorporation of the Corporation to clarify the authorized share structure and to permit the board to make director appointments in the interim period between annual meetings of shareholders pursuant to section 106(8) of the *Canada Business Corporations Act*, as more particularly described in the accompanying Management Proxy Circular;
5. an ordinary resolution to ratify, confirm and approve the Amended and Restated By-Law of the Corporation, as more particularly described in the accompanying Management Proxy Circular; and
6. an ordinary resolution to ratify, confirm and approve the Corporation’s Stock Option Plan, as more particularly described in the accompanying Management Proxy Circular.

The accompanying Management Proxy Circular provides additional information relating to the matters to be dealt with at the Meeting and is expressly made a part of this Notice of Special Meeting of Shareholders.

The directors of the Corporation have fixed October 19, 2021 as the Record Date for the determination of shareholders entitled to receive this Notice and to vote at the Meeting.

Registered Shareholders who are unable to attend the Meeting and who wish to ensure that their Common Shares will be voted at the Meeting are requested to complete, sign and date the enclosed Form of Proxy solicited by the management of the Corporation in accordance with the instructions set out therein and in the accompanying Management Proxy Circular. Proxies may be submitted on-line submissions or in writing by following the instructions provided on the Form of Proxy. All written proxies must be received at the office of the Alliance Trust Company, 1010, 407-2nd Street S.W., Calgary, Alberta, T2P 2Y3, or in any other manner set out in the Form of Proxy. Online proxies must be submitted at <https://www.alliancetrust.ca>. Shareholders or proxy delegates need visit <https://www.alliancetrust.ca> and click on ‘Shareholder Meetings’ then click to ‘submit your vote’ and provide your Control Number listed on your Proxy. All proxies must be received not later than 48 hours (excluding Saturdays, Sundays, and statutory holidays) before the time set for the Meeting or, if the Meeting is adjourned, not later than 48 hours preceding the time of such adjourned Meeting, otherwise the proxy will be invalid.

If you are a non-registered shareholder and a non-objecting beneficial owner, and receive a voting instruction form from Alliance Trust Company, please complete and return the form in accordance with the instructions therein and in the accompanying Management Proxy Circular. Voting instruction forms may be submitted via on-line submissions or in writing. To submit your Proxy by the Internet, shareholders or proxy delegates need visit <https://www.alliancetrust.ca> and click on 'Shareholder Meetings' then click to 'submit your vote' and provide your Control Number listed on your Proxy.

To be valid, such voting instruction form must be received by Alliance Trust Company online or via mail at 1010, 407-2nd Street S.W., Calgary, Alberta, T2P 2Y3 not later than 48 hours (excluding Saturdays, Sundays, and statutory holidays) before the time set for the Meeting or, if the Meeting is adjourned, not later than 48 hours preceding the time of such adjourned Meeting, otherwise the voting instruction form will be invalid. For clarity, submissions must be received by November 19<sup>th</sup> at 10:30am Mountain Standard Time.

If you are a non-registered shareholder and an objecting beneficial owner and receive this Notice through your broker or another intermediary or its agent, please complete and return the voting instruction form in accordance with the instructions provided to you by your broker or such other intermediary or its agent in order to submit your voting instructions.

As at the date of this Notice, the Corporation intends to hold the Meeting in person but also intends to broadcast the Meeting via remote access using the Zoom online service where shareholders can view the Meeting, but will not be able to vote at the Meeting. In light of the ongoing public health concerns related to the coronavirus (COVID-19) outbreak, shareholders are strongly encouraged not to attend the Meeting in person and to vote on the matters before the Meeting by completing a proxy or voting instruction form, as applicable. The Corporation is carefully monitoring the public health impact of the COVID-19, and may decide to forego the in person Meeting in favor of only a teleconference Meeting or some other alternative depending on the situation. In light of the rapidly evolving news and guidelines related to COVID-19, we ask that, in considering whether to attend the Meeting in person, shareholders follow, among other things, the instructions of the Public Health Agency of Canada (<https://www.canada.ca/en/public-health/services/diseases/coronavirus-disease-covid-19.html>) and any applicable federal, provincial and municipal instructions. We advise, out of an abundance of caution, that those parties interested in attending please vote by Proxy, or voting instruction form, and attend the Meeting via the on-line link. As noted in the above paragraph, shareholders who do not to attend the Meeting in person can join the Meeting virtually using the following credentials:

**Topic: ICEsoft Technologies Canada Corp. Shareholder Meeting**  
**Time: November 23, 2021 10:30 AM Mountain Time (US and Canada)**

**Join Zoom Meeting**

<https://us02web.zoom.us/j/84524008688?pwd=Q2llVjE1cHBxSWRaTkRLaGJxQ1hUQT09>

**Meeting ID: 845 2400 8688**  
**Passcode: 800428**

**Dial by your location**

+1 669 900 6833 US (San Jose)  
+1 346 248 7799 US (Houston)  
+1 647 558 0588 Canada  
+1 778 907 2071 Canada  
+1 204 272 7920 Canada

**Meeting ID: 845 2400 8688**  
**Passcode: 800428**

**A shareholder attending the Meeting virtually will not be able to vote their shares at the Meeting.** As such, shareholders who attend the Meeting through virtual means and wish to ensure their Common Shares will be voted at

the Meeting are requested to complete, sign and date the form of proxy or voting instruction form in accordance with the instructions set out therein and in the accompanying Management Proxy Circular. **All shareholders are strongly encouraged to vote prior to the Meeting, if possible, through the form of proxy or voting instruction form, submitted in writing or on-line, as applicable.**

The Corporation may take additional precautionary measures in relation to the Meeting in response to further COVID-19 developments including, if necessary or advisable, hosting the Meeting solely by means of teleconference. Any changes to the means of holding the Meeting will be announced by way of press release. Please monitor the Corporation's press releases as well as the ICESoft website at [www.icesoft.com/investors](http://www.icesoft.com/investors) for updated information. We advise you to check ICESoft's website one week prior to the Meeting date, and daily thereafter, for the most current information.

**DATED** at Calgary, Alberta as of the 19<sup>th</sup> day of October, 2021.

**BY ORDER OF THE BOARD OF DIRECTORS  
ICESOFT TECHNOLOGIES CANADA CORP.**

*"Brian McKinney"*

---

**Brian McKinney**

President, Chief Executive Officer and Director