

## GLOBALIVE TECHNOLOGY INC.

### NOTICE OF SPECIAL MEETING OF GTI SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the special meeting (the "**GTI Meeting**") of the holders (the "**GTI Shareholders**") of common shares (the "**GTI Shares**") of Globalive Technology Inc. ("**GTI**") will be held at 10:00 a.m. (Toronto time) on January 25, 2021.

The GTI Meeting is called for the following purposes:

1. to consider, and if deemed advisable, to pass, with or without variation, a special resolution (the "**GTI Arrangement Resolution**"), the full text of which is set out in Schedule A – "*Resolutions to be Approved at the GTI Meeting*" to the accompanying joint management information circular dated December 21, 2020 (the "**Circular**"), to authorize and approve a plan of arrangement under Section 182 of the *Business Corporations Act* (Ontario) (the "**Arrangement**") involving GTI and Yooma Corp. ("**Yooma**"), whereby, subject to the terms and conditions of the arrangement agreement dated December 16, 2020 between GTI and Yooma (the "**Arrangement Agreement**"), GTI will (i) complete a spin-out of its material assets and liabilities, other than certain cash required to remain in the company under the Arrangement Agreement, (the "**Legacy Assets**") to a newly formed company related to GTI ("**SpinCo**") in consideration for non-voting common shares of SpinCo, (ii) distribute the non-voting common shares of SpinCo to GTI's existing shareholders, entitling them to share *pro rata* in the net proceeds of realization of the Legacy Assets, (iii) and amalgamate with Yooma and continue as one corporation (the "**Resulting Issuer**"), all as more particularly described in the Circular;
2. to consider, and if deemed advisable, to pass an ordinary resolution (the "**GTI Delisting Resolution**"), the full text of which is set out in Schedule A – "*Resolutions to be Approved at the GTI Meeting*" of the Circular, approving the voluntary delisting of the GTI Shares from the TSX Venture Exchange and the listing of the common shares of the Resulting Issuer on the Canadian Securities Exchange, all as more particularly described in the Circular;
1. to consider, and if deemed advisable, to pass, conditional upon and effective as of the completion of the Arrangement, an ordinary resolution (the "**GTI LTIP Resolution**" and together with the GTI Arrangement Resolution and the GTI Delisting Resolution, the "**GTI Resolutions**"), the full text of which is set out in Schedule A – "*Resolutions to be Approved at the GTI Meeting*" of the Circular, adopting the New Equity Incentive Plan (as defined in the Circular) as the equity incentive plan of the Resulting Issuer, all as more particularly described in the Circular; and
2. to transact such other business as may properly be brought before the GTI Meeting or any adjournment thereof.

Specific details of the matters proposed to be put before the GTI Meeting are set forth in the Circular that accompanies this Notice of Meeting.

Please note that the GTI Meeting will be held as an *online-only meeting* in order to comply with legal requirements and social distancing best practices in the face of the COVID-19 pandemic. GTI Shareholders of record at the close of business on December 21, 2020 and their duly appointed proxyholders can attend the GTI Meeting online at <https://web.lumiagm.com/274601670> where they can participate, vote, or submit questions during the GTI Meeting's live webcast. Please refer to the "*Participating in the Virtual GTI Meeting*" section of the Circular for details on how to register, login and participate in the GTI Meeting.

At the GTI Meeting, GTI Shareholders will be asked to consider and, if deemed advisable, pass: (A) the GTI Arrangement Resolution approving (i) the Arrangement, (ii) the Arrangement Agreement and related transactions contemplated therein, (iii) actions of the board of directors of GTI (the "**GTI Board**") in approving the Arrangement Agreement and (iv) actions of the directors and officers of GTI in executing and delivering the Arrangement Agreement, and any amendments, modifications or supplements thereto; (B) the GTI Delisting Resolution; and

(C), conditional upon and effective as of the completion of the Arrangement, the GTI LTIP Resolution approving the adoption of the New Equity Incentive Plan as the equity incentive plan of the Resulting Issuer and any amendments, modifications or supplements thereto.

The GTI Board unanimously recommends that GTI Shareholders vote in favour of the GTI Resolutions. It is a condition to the completion of the Arrangement that the GTI Arrangement Resolution be approved at the GTI Meeting.

To be effective, the GTI Arrangement Resolution must be passed by not less than 66 <sup>2</sup>/<sub>3</sub>% of the votes validly cast by all GTI Shareholders present in person or represented by proxy at the GTI Meeting, which holders are entitled to one vote for each GTI Share held. The GTI Arrangement Resolution must also be approved at the GTI Meeting by a simple majority (>50%) of the votes cast on the GTI Arrangement Resolution by disinterested GTI Shareholders (within the meaning of MI 61-101) present in person or represented by proxy and entitled to vote at the GTI Meeting.

To be effective, the GTI Delisting Resolution must be approved at the GTI Meeting by at least a simple majority (>50%) of the votes cast on the GTI Delisting Resolution by disinterested GTI Shareholders (within the meaning of applicable TSXV rules) present in person or represented by proxy and entitled to vote at the GTI Meeting, with insiders Anthony Lacavera, Simon Lockie and Brice Scheschuk being considered as interested parties.

To be effective, the GTI LTIP Resolution must be approved at the GTI Meeting by at least a simple majority (>50%) of the votes cast on the GTI LTIP Resolution by GTI Shareholders present in person or represented by proxy and entitled to vote at the GTI Meeting.

Please see enclosed the Circular for more information on the matters to be voted on at the GTI Meeting. Registered GTI Shareholders who are unable to attend the GTI Meeting are requested to complete, sign, date and return the enclosed form of proxy in accordance with the instructions set out therein, as well as any accompanying information from your intermediary. **To be valid, proxies must be deposited with GTI or with Computershare Investor Services Inc. at 100 University Ave, 8th Floor, Toronto, Ontario, Canada, M5J 2Y1, before 10:00 a.m. (Toronto time) on January 21, 2021, or, in the event that the GTI Meeting is adjourned, by no later than 48 hours prior to the GTI Meeting.** Only shareholders of record at the close of business (5:00 p.m. (Toronto time)) on December 21, 2020 will be entitled to vote at the GTI Meeting.

Non-registered GTI Shareholders who wish to vote at the GTI Meeting must follow the instructions set out in their voting instruction form to ensure that their GTI Shares will be voted at the GTI Meeting. Non-registered GTI Shareholders and proxyholders who wish to participate in the GTI Meeting must also take certain additional steps, as described in the "*Voting by Non-Registered GTI Shareholders*" section of the Circular. Please note that if you hold your shares in a brokerage account you are not a registered shareholder.

Failure to strictly comply with the requirements set forth in Section 185 of the *Business Corporations Act* (Ontario) will result in the loss of any right of dissent.

By order of the GTI Board.

(signed) "*Anthony Lacavera*"

Anthony Lacavera  
Chief Executive Officer  
December 21, 2020