



Suite 700, 510 West Hastings Street
Vancouver, BC V6B 1L8
Telephone: (604) 209-0034

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the "**Meeting**") of Carl Data Solutions Inc. (the "**Company**") will be held at the offices of the Company, Suite 700, 510 West Hastings Street, Vancouver, British Columbia, on Friday, December 4, 2015, at the hour of 11:00 a.m. (Vancouver time) for the following purposes:

- (1) to set the number of directors of the Company for the ensuing year at five (5) persons;
- (2) to elect Greg Johnston, Chris Johnston, Jason Scharfe, Bryan Segal and Rick Sanderson as directors of the Company to hold office until the next annual general meeting of the Company, or until such time as their successors are duly elected or appointed in accordance with the Company's constating documents;
- (3) to appoint Wolrige Mahon LLP as the auditors of the Company for the fiscal year ending June 30, 2016;
- (4) to authorize the directors of the Company to fix the remuneration to be paid to the auditors for the fiscal year ending June 30, 2016;
- (5) to consider and, if thought fit, to approve an ordinary resolution to approve the Company's Stock Option Plan, as described in the Information Circular accompanying this Notice of Meeting;
- (6) to place before the Meeting the audited financial statements of the Company for the fiscal year ended June 30, 2015, and the accompanying report of the auditors; and
- (7) to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

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 October 28, 2015 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 complete, date and sign the accompanying form of proxy and deposit it with the Company's transfer agent, Computershare Investor Services Inc., 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1 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 self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered 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 4th day of November, 2015.

By Order of the Board of Directors of

CARL DATA SOLUTIONS INC.

"Greg Johnston"

Greg Johnston
Director, Chief Executive Officer

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