



Suite 488 - 1090 West Georgia Street
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NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of shareholders of Carl Data Solutions Inc. (the “**Company**”) will be held on Wednesday, November 24, 2021, at the hour of 10:00 a.m. (Vancouver, British Columbia time) for the following purposes:

- (1) to receive the audited annual financial statements of the Company for the fiscal year ended June 30, 2021, and the accompanying report of the auditors;
- (2) to set the number of directors of the Company at five (5);
- (3) to elect Jean Charles Phaneuf, Chris Johnston, Rick Sanderson, Kevin Ma and Vikas Ranjan as directors of the Company;
- (4) to appoint Baker Tilly WM LLP, Chartered Professional Accountants, as the auditors of the Company for the fiscal year ending June 30, 2022 and to authorize the directors of the Company to fix the remuneration to be paid to the auditors for the fiscal year ending June 30, 2022;
- (5) to consider and, if thought fit, to approve a special resolution to adopt a new stock option plan of the Company, as more particularly described in the accompanying management information circular (the “**Information Circular**”); and
- (6) to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

The Meeting will be deemed to be held at the offices of the Company, Suite 488, 1090 West Georgia Street, Vancouver, British Columbia, Canada. However, **the Meeting will be held in virtual-only format. Shareholders will not be able to attend the Meeting in person.** Shareholders may attend the Meeting by contacting the Company by email at cale@carlsolutions.com or by telephone at

(604) 209-0034 at least 48 hours before the time and date of the Meeting to obtain a web link that will permit them to attend the Meeting by video conference.

The board of directors of the Company has fixed October 20, 2021 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.

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.

This year, as part of our corporate social responsibility in response to COVID-19, and in order to mitigate potential risks to the health and safety of our shareholders, employees, communities and other stakeholders, shareholders will not be able to attend the Meeting in person. The Company encourages registered shareholders to vote by proxy in advance of the Meeting in order to have their votes counted. Registered shareholders may also vote at the Meeting by contacting the Company as set out above. Beneficial shareholders must complete and submit the VIF that they receive with the accompanying Information Circular in advance of the Meeting in order to have their votes counted.

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 28th day of October, 2021.

By Order of the Board of Directors of

CARL DATA SOLUTIONS INC.

“Jean Charles Phaneuf”

Jean Charles Phaneuf

Director and Chief Executive Officer

Please submit the accompanying Proxy or VIF well in advance of the voting deadline of 10:00 a.m. (Vancouver, British Columbia Time) on Monday, November 22, 2021 or no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time to which the Meeting may be adjourned or postponed.