



**EMERGIA INC.**

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that the annual and special meeting (the “**Meeting**”) of the holders of common shares of EMERGIA Inc. (“**EMERGIA**” or the “**Corporation**”) will be held on June 29, 2020 at 10:00 a.m. (Montreal Time) remotely via teleconference meeting, to consider and take action on the following purposes:

1. to receive the financial statements of the Corporation for the year ended December 31, 2019, and the auditors’ report thereon (see page 17 of the management proxy circular dated May 26, 2020 (the “**Circular**”));
2. to elect the seven (7) directors named in the Circular who will serve until the next annual meeting of shareholders or until their successors are elected or appointed (see page 17 of the Circular);
3. to re-appoint Raymond Chabot Grant Thornton LLP, Chartered Accountants as auditors for the ensuing year and to authorize the directors to fix their remuneration (see page 27 of the Circular);
4. to consider and, if deemed advisable, adopting an ordinary resolution, the full text of which is reproduced in Schedule “A” to the Circular approving and ratifying the new General By-law 2020-1 of the Corporation, the full text of which is reproduced as Exhibit “A” to Schedule “A” to the Circular (see page 27 of the Circular);
5. to consider and, if deemed advisable, adopting an ordinary resolution, the full text of which is reproduced in Schedule “B” to the Circular approving and ratifying the Advance Notice By-law 2020-2 of the Corporation, the full text of which is reproduced as Exhibit “A” to Schedule “B” to the Circular (see page 27 of the Circular); and
6. to transact such further and other business as may properly be brought before the Meeting or any adjournment or adjournments thereof.

**To mitigate risks to the health and safety of our communities, shareholders, employees and other stakeholders, and although the effects of COVID-19 may stabilize and governmental and public authorities may ease restrictions in the upcoming weeks, we will hold the meeting remotely via teleconference meeting only in accordance with the instructions provided below. We encourage shareholders to vote in advance of the Meeting and utilize the teleconference meeting to attend to the Meeting.**

The shareholders will be able to attend the Meeting remotely via teleconference meeting, at 10:00 a.m. (Eastern Time) on June 29, 2020, by following the instructions below. Please note that shareholders will not be able to vote or speak at the Meeting via the teleconference meeting. However, registered shareholders and validly appointed proxyholders will be entitled to submit questions electronically to the Corporation in advance of and during the Meeting at [meeting@emergia.com](mailto:meeting@emergia.com), which questions will, subject to certain verifications by the Corporation, be addressed at the Meeting.

**For teleconference access, please refer to the following link and dial-in instructions:**

Link: <https://zoom.us/j/98532596429?pwd=TUI1UjNYM3lrOVd4ejBKd21rMDdCdz09>

Meeting ID: 985 3259 6429

Password : 2551

| One tap mobile   | Dial by your location  |
|--|--|
| <p>+15873281099,,98532596429#,,#,2551# Canada<br/>+16473744685,,98532596429#,,#,2551# Canada</p> | <p>+1 587 328 1099 Canada<br/>+1 647 374 4685 Canada<br/>+1 647 558 0588 Canada<br/>+1 778 907 2071 Canada<br/>+1 438 809 7799 Canada<br/>+1 301 715 8592 US (Germantown)<br/>+1 312 626 6799 US (Chicago)<br/>+1 346 248 7799 US (Houston)<br/>+1 669 900 6833 US (San Jose)<br/>+1 929 205 6099 US (New York)<br/>+1 253 215 8782 US (Tacoma)<br/>+27 87 551 7702 South Africa<br/>+27 87 550 3946 South Africa<br/>+33 1 7037 9729 France<br/>+33 1 7095 0103 France<br/>+33 1 7095 0350 France<br/>+33 7 5678 4048 France<br/>+33 1 7037 2246 France<br/>+44 203 481 5237 United Kingdom<br/>+44 203 481 5240 United Kingdom<br/>+44 208 080 6591 United Kingdom<br/>+44 208 080 6592 United Kingdom<br/>+44 330 088 5830 United Kingdom<br/>+44 131 460 1196 United Kingdom</p> |
|  | <p>Meeting ID: 985 3259 6429<br/>Password : 2551</p>   |
|  | <p>Find your local number:<br/><a href="https://zoom.us/u/acdnFgg6xm">https://zoom.us/u/acdnFgg6xm</a></p>   |

**In the current context, taking into account the rapidly evolving public health crisis, the Corporation believes that the Meeting format described above provides a sound and practical approach whereby shareholders will have the ability to attend the Meeting remotely and ask questions to management, while minimizing the health and safety risks to the Corporation’s directors, officers and stakeholders.**

**As a shareholder of the Corporation, it is very important that you read the Circular carefully.** The Circular, which may be accessed on the Corporation's website at [www.emergia.com](http://www.emergia.com) and under its profiles on SEDAR at [www.sedar.com](http://www.sedar.com), contains important information with respect to voting your shares and the matters to be dealt with at the Meeting. Also enclosed is a form of proxy for the Meeting. On March 18, 2020 the Canadian Securities Administrators (CSA) announced that they will provide issuers with a 45-day filing extension for filings

required on or before June 1, 2020. The CSA's extension was in response to COVID-19 and will provide issuers additional time to focus on the many other business and financial reporting implications of COVID-19. The Corporation has relied on this exemption with respect to its audited financial statement and its related Management Discussion & Analysis. Therefore, it is expected that the Corporation's audited financial statements and related Management Discussion & Analysis will be filed on June 15, 2020 on SEDAR at [www.sedar.com](http://www.sedar.com).

The Corporation's board of directors has fixed the close of business on May 26, 2020 as the record date for determining shareholders entitled to receive notice of, and to vote at, the Meeting, or any postponement or adjournment thereof. No person who becomes a shareholder of record after that time will be entitled to vote at the Meeting or any postponement or adjournment thereof.

**As a shareholder of the Corporation, it is very important that you vote your shares. A shareholder who wishes to appoint some other person (who need not be a shareholder) to represent him or her at the Meeting may do so by inserting such person's name in the blank space provided in the enclosed form of proxy or by completing another proper form of proxy, and, in either case, by returning the completed form of proxy to TSX Trust Company by mail or delivery to 100 Adelaide West, Suite 301, Toronto, M5H 4H1, by fax at 416-595-9593 or by Internet at <http://www.voteproxyonline.com>, no later than 10:00 a.m. (Eastern time) on June 25, 2020, or if the Meeting is postponed or adjourned, by no later than 48 hours prior to the time of such postponed or adjourned meeting (excluding Saturdays, Sundays and holidays). Non-registered shareholders should carefully follow the instructions of their intermediaries to ensure that their Shares are voted at the Meeting.**

Shareholders are invited to attend the Meeting remotely via the teleconference meeting tool identified in this Notice and described in the Circular, at 10:00 a.m. (Eastern Time) on June 29, 2020, by following the instructions above.

Dated at Montreal, Quebec, on May 26, 2020.

**BY ORDER OF THE BOARD OF DIRECTORS OF EMERGIA INC.**

(s) Yves Séguin  
Chairman of the Board of Directors