

SPOTLITE360 TECHNOLOGIES, INC.
810 – 789 West Pender Street
Vancouver, BC V6C 1H2
Telephone No.: (604) 687-2038

NOTICE OF ANNUAL GENERAL & SPECIAL MEETING OF SHAREHOLDERS

Take notice that the annual general & special meeting of shareholders of SpotLite360 Technologies, Inc. (the “Company”) will be held at Suite 810 - 789 West Pender Street, Vancouver, British Columbia, on Monday, August 30, 2021, at 10:00 a.m., local time, (the “Meeting”) for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Company for its financial years ended December 31, 2020 and 2019, and the reports of the auditor thereon;
2. to set the number of directors at four (4);
3. to elect directors of the Company for the ensuing year;
4. to appoint Smythe LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and authorize the directors to determine the remuneration to be paid to the auditor;
5. to consider, and if thought appropriate, to pass, with or without variation, an ordinary resolution ratifying, confirming and approving the 20% rolling stock option plan (the “Option Plan”), as more particularly described in the accompanying information circular (the “Circular”);
6. to consider, and if thought appropriate, to pass, with or without variation, an ordinary resolution ratifying, confirming and approving the restricted share unit plan (the “RSU Plan”), as more particularly described in the accompanying Circular;
7. to consider and, if thought appropriate, to approve a special resolution to adopt new articles for the Company (the “New Articles”) which would replace the Company’s current Articles (the “Existing Articles”), as more particularly described in the accompanying Circular; and
8. to transact such other business as may properly be brought before the Meeting or any adjournment or postponement thereof.

A Management Proxy Circular accompanies this Notice. The Management Proxy Circular contains details of matters to be considered at the Meeting. No other matters are contemplated, however any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy, and deliver it by fax, by hand or by mail in accordance with the instructions set out in the form of proxy and in the Management Proxy Circular.

Unregistered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form and in the Management Proxy Circular to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account, you are not a registered shareholder.

In view of the current and rapidly evolving COVID-19 outbreak, the Company asks that, in considering whether to attend the Meeting in person, shareholders follow the instructions of the Public Health Agency of Canada (<https://www.canada.ca/en/public-health/services/diseases/2019-novel-coronavirus-infection.html>). The Company encourages Shareholders not to attend the Meeting in person if experiencing any of the described COVID-19 symptoms of fever, cough or difficulty breathing. The Company may take additional precautionary measures in relation to the Meeting in response to further developments in the COVID-19 outbreak. As always, the Company encourages Shareholders to vote prior to the Meeting. Shareholders are encouraged to vote on the matters before the Meeting by proxy and to join the Meeting by teleconference. To access the Meeting by teleconference, dial toll free at **1-800-319-7310**, Participation Code: **86500**, followed by the # sign.

Dated at Vancouver, British Columbia, on July 26, 2021.

BY ORDER OF THE BOARD

“Eugene Beukman”

Eugene Beukman
Chief Executive Officer