

POSABIT SYSTEMS CORPORATION
NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the "**Meeting**") of the shareholders of POSaBIT Systems Corporation (the "**Company**") will be held as a virtual shareholders' meeting via live audio webcast online at meetnow.global/M6XAQ9X on Tuesday, June 14, 2022 at 10:00 a.m. (Pacific Time), for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Company for the years ended December 31, 2019, December 31, 2020 and December 31, 2021 and the reports of the auditors thereon;
2. to set the number of directors of the Company at five and to elect the directors of the Company to hold office until the next annual meeting of shareholders;
3. to appoint Armanino LLP as auditor to hold office until the next annual meeting of shareholders at a remuneration to be fixed by the board of directors;
4. to consider and, if deemed appropriate, pass a resolution confirming and approving the 2021 equity incentive plan of the Company on a disinterested basis, as more particularly described in the Information Circular (as defined herein);
5. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

This notice is accompanied by a management information circular (the "**Information Circular**") and form of proxy and is to be read with the annual financial statements of the Company for the years ended December 31, 2019, December 31, 2020 and December 31, 2021, together with the reports of the auditors thereon.

The board of directors of the Company has by resolution fixed the close of business on May 10, 2022 as the record date, being the date for the determination of the registered shareholders of the Company's entitled to receive notice of and to vote at the Meeting and any adjournments or postponements thereof.

A shareholder of the Company may attend the Meeting in person or may be represented by proxy. Registered shareholders who are unable to attend the Meeting are requested to complete, date, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting.

A shareholder wishing to be represented by proxy at the Meeting or any adjournment or postponement thereof must deposit his/her/its duly completed and executed form of proxy with the Company's registrar and transfer agent, Computershare Investor Services Inc. ("**Computershare**"), 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, not later than 48 hours (excluding Saturdays, Sundays, and holidays) before the time of the Meeting or adjournments or postponements thereof at which the proxy is to be used.

Given the significant uncertainty relating to the coronavirus ("**COVID-19**") pandemic, its public health impact and the associated current restrictions on and the risk in attending large group gatherings, the Company has made arrangements to hold the Meeting as a completely virtual meeting, which will be conducted via live webcast, where all shareholders regardless of geographic location and equity ownership will have an equal opportunity to participate at the Meeting and engage with directors of the Company and management as well as other shareholders. Shareholders will not be able to attend the Meeting in person. Registered shareholders and duly appointed proxyholders will be able to attend, participate and vote at the Meeting online at meetnow.global/M6XAQ9X. Beneficial shareholders (being shareholders who hold their securities through a broker, investment dealer, bank, trust company, custodian, nominee or other intermediary) who have not duly appointed themselves as proxyholder will be able to attend as a guest and view the webcast but not be able to participate or vote at the Meeting.

As a shareholder of the Company, it is very important that you read the Information Circular of the Company dated May 13, 2022 and other Meeting materials carefully. They contain important information with respect to voting your securities and attending and participating at the Meeting.

A shareholder who wishes to appoint a person other than the management nominees identified on the form of proxy or voting instruction form, to represent him, her or it at the Meeting may do so by inserting such person's name in the blank space provided in the form of proxy or voting instruction form and following the instructions for submitting

such form of proxy or voting instruction form. This must be completed prior to registering such proxyholder, which is an additional step to be completed once you have submitted your form of proxy or voting instruction form. If you wish that a person other than the management nominees identified on the form of proxy or voting instruction form attend and participate at the Meeting as your proxy and vote your shares, including if you are a nonregistered shareholder and wish to appoint yourself as proxyholder to attend, participate and vote at the Meeting, you MUST register such proxyholder after having submitted your form of proxy or voting instruction form identifying such proxyholder. Failure to register the proxyholder will result in the proxyholder not receiving a Username to participate in the Meeting. Without a Username, proxyholders will not be able to attend, participate or vote at the Meeting. To register a proxyholder, shareholders MUST visit <http://www.computershare.com/posabit> and provide their proxyholder's contact information, amount of shares appointed, name in which the shares are registered if they are a registered shareholder, or name of broker where the shares are held if a beneficial shareholder, so that Computershare may provide the proxyholder with a Username via email.

DATED at Toronto, Ontario, as of the 13th day of May 2022.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "Ryan Hamlin"

Ryan Hamlin
Co-Founder and Chief Executive Officer