

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

Dear Shareholders,

You are cordially invited to the Annual General and Special Meeting of Shareholders (the "Meeting") of Spacefy Inc. (the "Corporation") to be held at 200 Front Street West, Suite 2300, Toronto, Ontario, on September 20, 2019 at 10:30 am (Toronto time).

The Meeting is being held for the following purposes:

1. To receive and consider the financial statements of the Corporation for the financial year ended December 31, 2018 together with the auditor's report thereon, and the interim financial statements for the six-months ended June 30, 2019;
2. To fix the number of directors at 6 and to elect 6 directors of the Corporation;
3. To appoint MNP LLP, Chartered Accountants, as the auditors of the Corporation for the coming year and to authorize the directors to fix their remuneration;
4. To consider, and if deemed appropriate, to adopt, with or without variation, a resolution approving the Corporation's 2019 Stock Option Plan;
5. To consider, and if deemed appropriate, to adopt, with or without variation, a resolution approving the Corporation's 2019 Restricted Share Unit Plan; and
6. To transact any other business as may properly be brought before the Meeting or at any adjournment thereof.

Accompanying this Notice of Meeting is the management information circular of the Corporation dated August 14, 2019 (the "Information Circular") and a form of proxy (the "Form of Proxy"). The Information Circular is deemed to form a part of this Notice of Meeting. Capitalized terms used but not otherwise defined in this Notice of Meeting shall have the respective meaning ascribed to such terms in the Information Circular.

If you are a registered shareholder but are unable to attend the Meeting in person, please sign, date and return the enclosed Form of Proxy relating to your common shares. Voting by proxy will not prevent a registered shareholder from voting in person if such shareholder attends the Meeting, but will ensure that the shareholder's vote will be counted if the shareholder is unable to attend in person.

If you are a non-registered shareholder and have received this Notice of Annual General and Special Meeting of Shareholders and the accompanying management information circular from your broker or another intermediary, please complete and return the Form of Proxy or other authorization form provided to you by your broker or other intermediary in accordance with the instructions provided therewith. Failure to do so may result in your common shares being ineligible to be voted at the Meeting.

To be effective, proxies must be duly completed and signed and then deposited with the Corporation's registrar and transfer agent, Computershare Investor Services Inc. at 100 University Ave., 8th Floor, Toronto, Ontario, M5J 2Y1, as soon as possible and, in any event, not later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time set for the Meeting or any adjournment or postponement thereof.

The enclosed Form of Proxy appoints nominees of management as proxy holder and you may amend the Proxy, if you wish, by inserting in the space provided the name of the person you wish to represent you as proxy holder at the Meeting.

Only Shareholders of record at the close of business on August 7, 2019 will be entitled to notice of, and to attend and vote at, the Meeting or any adjournments thereof.

DATED at Toronto, Ontario this 19th day of August 2019.

BY ORDER OF THE BOARD OF DIRECTORS OF SPACEFY INC.

Michael J. Bradley

Chairman