

ADYA INC.

1039 McNicoll Avenue, Toronto,
Ontario, Canada M1W 3W6

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual and Special Meeting of Shareholders of ADYA Inc. (“ADYA” or the “Company”) will be held 200 Front Street West, Suite 2300, Toronto, ON, M5V 3K2 on **June 5th, 2019 at 4:30 p.m., Eastern Daylight Time**, for the following purposes:

1. To receive and consider the financial statements of the Company for the fiscal year ended December 31, 2018;
2. To elect 5 directors of the Company;
3. To re-approve the employee stock options plan;
4. To authorize the consolidation of the number of outstanding common shares on a 20:1 basis.
5. To appoint the auditors of the Company and authorize the directors to fix their remuneration; and
6. To transact such other business as may properly come before the meeting or any adjournment thereof.

Dated at Toronto, Ontario, Canada on **April 25th, 2019**.

By the order of the Board of Directors

Rajan Arora
Chairman of the Board

If you are not able to be present at the meeting, please exercise your right to vote by signing and returning the enclosed form of proxy, in the enclosed envelope to TSX Trust Company, 301-100 Adelaide Street West, Toronto, Ontario, Canada, M5H 4H1, prior to the close of the last business day prior to the Meeting, or, if the Meeting is adjourned, forty-eight hours (excluding Saturdays, Sundays and holidays) before any adjourned meeting. If you are able to attend the Meeting, sending your proxy will not prevent you from voting at the Meeting.