

ADYA 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 (“**Shares**” or “**Common Shares**”) of Adya Inc. (the “**Corporation**”) will be held at the offices of the Corporation located at 675 Cochrane Drive, West Tower, Suite 100, Markham, Ontario, L3R 0B8 at 2 p.m. (Toronto time) on Friday, October 9, 2020, for the following purposes:

1. to receive the Corporation’s audited financial statements for the year ended December 31, 2019, together with the auditor’s report thereon;
2. to elect directors of the Corporation for the ensuing year;
3. to re-appoint Clearhouse LLP, Chartered Professional Accountants, as the auditors of the Corporation for the ensuing year and to authorize the board of directors of the Corporation to fix their remuneration;
4. to consider, and if thought advisable, to pass, with or without variation, an ordinary resolution re-approving the Corporation’s 10% rolling stock option plan (the “**Stock Option Plan**”) as more fully described in the accompanying management information circular;
5. to consider, and if thought advisable, to pass, with or without variation, an ordinary resolution ratifying the adoption of By-Law 1-A, amending the Corporation’s By-Law No. 1 relating to quorum requirements at meetings of shareholders (the “**By-Law Amendment Ratification Resolution**”); and
6. to transact such further and other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

The record date for the determination of shareholders entitled to receive notice of and to vote at the Meeting is August 28, 2020 (the “Record Date”). Shareholders of the Corporation whose names have been entered in the register of shareholders at the close of business on that date will be entitled to receive notice of and to vote at the Meeting, provided that, to the extent a shareholder transfers the ownership of any of his shares after such date and the transferee of those shares establishes that he owns the shares and requests, not later than ten (10) days before the Meeting, to be included in the list of shareholders eligible to vote at the Meeting, such transferee will be entitled to vote those shares at the Meeting.

A registered shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment thereof in person are requested to date, execute and return the accompanying form of proxy for use at the Meeting or any adjournment thereof. To be effective, the enclosed proxy must be mailed so as to reach or be deposited with TSX Trust Company, 301-100 Adelaide Street West, Toronto, Ontario, M5H 4H1, or via internet voting at www.voteproxyonline.com by 5:00 p.m. on October 7, 2020 or not later than forty-eight (48) hours (excluding Saturdays, Sundays and holidays in the Province of Ontario) preceding the time of the Meeting in the event of any adjournment or postponement thereof.

Shareholders may beneficially own common shares that are registered in the name of a broker, another intermediary or an agent of that broker or intermediary (“**Non-Registered Shareholders**”). Without specific instructions, intermediaries are prohibited from voting shares for their clients. If you are a Non-

Registered Shareholder, it is vital that the voting instruction form provided to you by your broker, intermediary or its agent is returned according to their instructions sufficiently in advance of deadline specified by the broker, intermediary or its agent to ensure they are able to provide voting instructions on your behalf.

The persons named in the enclosed form of proxy are each a director and/or officer of the Corporation. Every shareholder has the right to appoint a person or company (who need not be a shareholder) to represent the shareholder at the Meeting other than the persons designated in the enclosed form of proxy. If the shareholder wishes to appoint a person or company other than the persons whose names are designated in the form of proxy, they may do so by inserting the name of the shareholder's chosen proxyholder in the space provided in the form of proxy.

The instrument appointing a proxy shall be in writing and shall be executed by the shareholder or his attorney authorized in writing or, if the shareholder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized.

DATED at the City of Markham, in the Province of Ontario, this 8th day of September, 2020

**BY ORDER OF THE BOARD OF
DIRECTORS**

"Samer Bishay"

**Samer Bishay
President, Chief Executive Officer and
Director**