

MARTELLO TECHNOLOGIES GROUP INC.

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON OCTOBER 18, 2018**

NOTICE IS HEREBY GIVEN that the annual and special meeting (the "**Meeting**") of the shareholders of Martello Technologies Group Inc. (the "**Corporation**") will be held at 390 March Road, Unit 110, Kanata, Ontario at 9:00 a.m. Eastern Standard Time, on October 18, 2018 for the following purposes:

1. to receive the financial statements of the Corporation for the fiscal year ended April 30, 2018;
2. to elect directors for the ensuing year;
3. to appoint auditors for the ensuing year and to authorize the directors to fix their remuneration;
4. to approve the Corporation's stock option plan;
5. to approve the granting of over-allotment of options; and
6. to transact such other business as may properly be brought before the Meeting.

Registered Shareholders who are unable to attend the Meeting are requested to complete, sign, date and return the enclosed form of proxy in accordance with the instructions set out therein and in the Circular accompanying this Notice of Meeting. A proxy will not be valid unless it is received by Computershare Trust Company of Canada, 8th Floor, 100 University Ave., Toronto, ON M5J 2Y1, not less than 48 hours, excluding Saturdays and holidays, preceding the Meeting or adjournment of the Meeting.

DATED: September 14, 2018

BY ORDER OF THE BOARD OF DIRECTORS

(s) John Proctor _____

John Proctor, CEO