

MARTELLO TECHNOLOGIES GROUP INC.

Notice of Annual General and Special Meeting of Shareholders

To be held on September 21, 2021, at 9:00 a.m. (EST)

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of shareholders (the “**Shareholders**”) of Martello Technologies Group Inc. (the “**Corporation**”) will be held at 525 Legget Drive, Kanata, Ontario K2K 2W2 on September 21, 2021, at 9:00 a.m. (EST) for the following purposes, as more particularly described in the attached management information circular (the “**Circular**”):

- to receive and consider the audited consolidated financial statements of the Corporation for the financial years ended March 31, 2021 and 2020, together with the auditors’ report thereon (the “**Annual Financial Statements**”);
- to elect the directors of the Corporation for the ensuing year;
- to re-appoint Deloitte LLP, Chartered Professional Accountants, as the auditors of the Corporation for the ensuing year and to authorize the board of directors of the Corporation (the “**Board**”) to fix their remuneration;
- to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution ratifying the Corporation’s stock option plan, as more fully described in the Circular; and
- to transact such other business as may properly be brought before the Meeting or any adjournment or postponement thereof.

The Board has fixed the close of business on August 6, 2021, as the record date (the “**Record Date**”) for determining Shareholders entitled to receive notice of and to vote at the Meeting and any adjournment or postponement thereof. Only Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting.

Out of an abundance of caution, to proactively deal with potential issues arising from the public health impact of the COVID-19 pandemic, to comply with government and public health directives regarding physical distancing, and to limit and mitigate risks to the health and safety of its Shareholders, employees, directors and other stakeholders, the Corporation is urging all Shareholders to vote by proxy in advance of the Meeting and is discouraging physical attendance in person at the Meeting. The Meeting will not be open to the general public and will be limited to registered Shareholders and duly appointed proxyholders only.

Shareholders may access and ask questions at the Meeting by way of a live conference call and webcast, which will give all Shareholders an equal opportunity to access the Meeting regardless of their geographic location. Details regarding accessing the conference call and webcast are available on the Corporation’s website at <https://martellotech.investorroom.com/AGM-2021>. Please monitor the Corporation’s website for additional information and instructions. Please note that Shareholders will not be able to vote on matters to be addressed at the Meeting through the conference call or webcast.

The Corporation reserves the right to take any additional precautionary measures that it deems necessary or advisable in relation to the Meeting in response to further developments in respect of the COVID-19 outbreak, including changing the time, date or location of the Meeting. Changes to the Meeting time, date or location and/or means of holding the Meeting may be announced by way of press release. Please monitor the Corporation’s press releases as well as its website at www.martellotech.com. The Corporation does not intend to prepare or mail an amended Circular in the event of changes to the Meeting format.

The Corporation strongly encourages each Shareholder to submit a form of proxy or voting instruction form in advance of the Meeting using one of the methods described below and in the Circular. Registered Shareholders should complete, date and sign a proxy form in advance of the Meeting and return it in the envelope provided for that purpose to Computershare Trust Company of Canada (“**Computershare**”), 8th Floor, 100 University Ave, Toronto,

Ontario M5J 2Y1, by courier, by mail, by phone at 1-866-732-8683 (Toll Free North America) / 312-588-4290 (International Direct Dial) or by electronic voting through www.investorvote.com in each case by 9:00 a.m. (EDT) on September 17, 2021, or in the event of an adjournment or postponement of the Meeting, 48 hours before the time of the adjourned or postponed Meeting (excluding Saturdays, Sundays and holidays). Votes cast electronically are in all respects equivalent to, and will be treated in the exact same manner as, votes cast via a paper proxy form. Further details on the electronic voting process are provided in the form of proxy. Beneficial Shareholders who receive the Meeting materials through their broker or other intermediary should complete and return their form of proxy or voting information form in accordance with the instructions provided by their broker or intermediary. **Shareholders are reminded to review the Circular prior to voting.**

The Board has, by resolution, fixed 9:00 a.m. (EDT) on September 17, 2021, or in the event of an adjournment or postponement of the Meeting, 48 hours before the time of the adjourned or postponed Meeting (excluding Saturdays, Sundays and holidays), as the time before which proxy forms to be used or acted upon at the Meeting, or any adjournment or postponement thereof, must be deposited with the Corporation's transfer agent and registrar, Computershare. Alternatively, a proxy form may be given to the Chair of the Meeting at which the proxy form is to be used. Late forms of proxy may be accepted or rejected by the Chair of the Meeting in his or her discretion, and the Chair is under no obligation to accept or reject any particular late form of proxy.

The Corporation has elected to use the "notice-and-access" mechanism provided for under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* to deliver the Meeting materials to non-registered Shareholders, including this Notice of Annual General and Special Meeting of Shareholders, the Circular, the Annual Financial Statements and the management's discussion and analysis ("MD&A") for the three and twelve months ended March 31, 2021 (the "Annual MD&A"). This means that, rather than receiving paper copies of the Meeting materials in the mail, non-registered Shareholders as of the Record Date will have access to electronic copies of the Meeting materials at <https://martellotech.investorroom.com/AGM-2021> and under the Corporation's profile on the System for Electronic Document Analysis and Retrieval at www.sedar.com. The Meeting materials will remain on the Corporation's website for a period of one year. Notice-and-access will not be used for the registered Shareholders and registered Shareholders will instead receive a paper copy of the Meeting materials and all proxy-related materials in the mail.

Non-registered Shareholders as of the Record Date will receive a package in the mail containing information explaining how to access and review the Meeting materials electronically and how to request a paper copy of such materials free of charge, and a proxy form or a voting instruction form so that non-registered Shareholders can vote their shares. In addition, the package will include a place to request copies of the Annual Financial Statements, the Annual MD&A and/or the Corporation's interim financial statements and MD&A and a consent for electronic delivery.

Prior to the Meeting and for up to one year thereafter, those non-registered Shareholders who wish to receive paper copies of the Meeting materials may request them by calling Toll Free, within North America – 1-877-907-7643 or direct, from Outside of North America – 303-562-9305 English and 303-562-9306 French. If a request for paper copies is received before the Meeting, the Meeting materials will be sent to such non-registered Shareholders at no cost within three business days of the request. If a request for paper copies is received on or after the Meeting, and within one year of the Meeting materials being filed, the Meeting materials will be sent to such non-registered Shareholders within 10 calendar days after receiving the request. To receive paper copies of the Meeting materials in advance of the proxy deposit deadline, your request should be received no later than September 7, 2021.

DATED at Ottawa, Ontario, this 12 day of August, 2021.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) John Proctor

Chief Executive Officer