

ZOOMD TECHNOLOGIES LTD.
25th Floor, 700 West Georgia Street
Vancouver, BC V7Y 1B3, Canada

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of the shareholders (the “**Meeting**”) of **ZOOMD TECHNOLOGIES LTD.** (hereinafter called the “**Company**”) will be notionally held at the Company’s offices at 25th Floor, 700 West Georgia Street Vancouver, BC V7Y 1B3, on August 5, 2020 at the hour of 9:30 am (Toronto time)

In light of ongoing concerns related to the spread of COVID-19, and in order to mitigate potential risks to the health and safety of the Company’s shareholders, employees, communities and other stakeholders, shareholders are strongly encouraged to vote by proxy in advance of the Meeting. As it is not advisable to hold the Meeting in person, the Meeting will be held solely by means of electronic communication and individuals that will use such electronic communication shall be considered to “attend” the Meeting. To access the Meeting by teleconference, dial toll-free: Israel +972-3-9180600, USA +186-629-702-42, Canada 187-725-423-64, code 97834# .

The Meeting is held for the following purposes, as more particularly described in the accompanying management information circular (the “**Circular**”):

- (a) To receive and consider the Report of the Directors, the audited financial statements of the Company for the year ended December 31, 2019 and the report of the auditor thereon;
- (b) To appoint Brightman Almagor Zohar & Co., as auditor for the Company for the ensuing year at a remuneration to be fixed by the directors;
- (c) To set the number of directors of the Company;
- (d) To elect directors of the Company for the ensuing year;
- (e) To consider and, if thought fit, to pass an ordinary resolution, the full text of which is set forth in the accompanying Circular, to amend and restate the existing stock option plan of the Company to provide for the issuance thereunder of such number of common shares equal to 16% of the aggregate number of common shares of the Company issued and outstanding as of the effective date of the amended and restated stock option plan, being the date of the Meeting; and
- (f) To transact such other business as may be properly transacted at such Meeting or at any adjournment thereof.

The Circular provides additional information relating to the matters to be addressed at the Meeting.

The record date for the determination of shareholders entitled to receive notice of and to vote at the Meeting is June 29, 2020 (the “**Record Date**”). Only shareholders whose names have been entered in the register of the Company as of the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting.

Due to COVID-19, shareholders are entitled to vote at the Meeting **only by proxy**. Registered shareholders are encouraged to vote by proxy by following the instructions provided in the enclosed form of proxy and in the Circular. In order to be valid for use at the Meeting, proxies must be received at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting. The deadline for the deposit of proxies may be waived or extended by the chair of the Meeting at his or her discretion without notice.

DATED at the City of Herzliya, in Israel on the 2nd of July, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

“Amit Bohensky”

Amit Bohensky, Chairman