



PIVOTREE INC.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

To the shareholders of Pivotree Inc. (the "**Corporation**"):

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the "**Meeting**") of the shareholders of the Corporation will be held on June 30, 2021 at 1:00 p.m. (Toronto time) at 250 Yonge St., Suite 1602, Toronto, ON M5B 2L7 for the following purposes:

1. to receive the audited annual financial statements of the Corporation for the fiscal year ended December 31, 2020, together with the auditor's report thereon;
2. to consider and, if deemed appropriate, approve with or without amendment, a special resolution authorizing the Corporation to increase the number of directors from six (6) to eight (8) and authorizing the directors to set the number of directors within the minimum and maximum numbers provided for in the articles of the Corporation by way of resolution from time to time;
3. to elect the directors of the Corporation for the ensuing year;
4. to appoint the auditor of the Corporation for the ensuing year and authorize the directors to fix the remuneration of the auditor;
5. to consider and, if deemed appropriate, approve with or without amendment, an ordinary resolution approving the omnibus equity incentive plan of the Corporation, as more fully described in the information circular in respect of the Meeting (the "**Circular**"); and
6. to transact such other business as may properly come before the Meeting or any adjournments thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the Circular.

Only shareholders of record of Common Shares at the close of business on May 11, 2021 are entitled to notice of and to attend the Meeting or any adjournments thereof and to vote thereat.

Registered shareholders unable to be present at the Meeting are requested to date and sign the enclosed form of proxy and return it to TSX Trust Company ("**TSX Trust**") at 100 Adelaide West, Suite 301, Toronto, Ontario, M5H 4H1, or via the internet at www.voteproxyonline.com, by no later than 1:00 P.M. (Toronto time) on June 28, 2021 or, if the Meeting is adjourned, not later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the adjourned or postponed meeting.

Beneficial shareholders who receive these materials through their broker or other intermediary should complete and send the form of proxy in accordance with the instructions provided by their broker or

intermediary. To be effective, a proxy must be received not later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting or any postponement or adjournment thereof.

To mitigate risks related to the evolving global COVID-19 public health emergency, the Corporation is providing access to the Meeting virtually via Zoom. Shareholders who access the Meeting via Zoom will be able listen to the Meeting and ask questions in an informal question and answer period regardless of their geographic location or particular circumstances they may be facing as a result of COVID-19. However, registered shareholders and duly appointed proxyholders will not be able to vote via Zoom. **In light of COVID-19, we strongly encourage shareholders to vote in advance of the Meeting with the instructions provided in this Information Circular, rather than appearing in person or appointing an alternate proxyholder to attend the Meeting in person.**

In order to access the Meeting, shareholders and proxyholders will have two options, being via teleconference or through the Zoom application, which requires internet connectivity.

In order to access the Meeting through Zoom, attendees will need to download the application onto their computer or smartphone and, once the application is loaded, enter the Meeting ID and Password below or open the following link:

<https://us02web.zoom.us/j/87576651605?pwd=TG1HWDd1aXNhMklwd1NKaS91ajlOUT09>

Shareholders and proxyholders will have the option through the application to join the video and audio or simply view and listen.

Meeting ID: 875 7665 1605

Password: 749779

Join by telephone only:

- +1 647 374 4685 Canada (Toronto)
- +1 647 558 0588 Canada (Toronto Alternative)
- +1 301 715 8592 US (Washington DC)
- +1 312 626 6799 US (Chicago)
- +1 346 248 7799 US (Houston)
- +1 669 900 6833 US (San Jose)
- +1 929 205 6099 US (New York)
- +1 253 215 8782 US (Tacoma)

It is the attendees' responsibility to ensure connectivity during the Meeting and the Corporation encourages its shareholders to allow sufficient time to log in to the Meeting before it begins.

NOTICE-AND-ACCESS

The Corporation has decided to use the notice-and-access provisions under National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 - *Continuous Disclosure Obligations* of the Canadian Securities Administrators to deliver the Meeting materials. Accordingly, this notice and the accompanying Circular, and the audited annual financial statements of the Corporation for the financial year ended December 31, 2020 and related management discussion and analysis, have been posted at <https://docs.tsxtrust.com/2247> and under the Corporation's profile on SEDAR at www.sedar.com.

Any shareholder who wishes to receive a paper copy of the Circular should contact TSX Trust Company toll

free at 1-866-600-5869 or email TMXEinvestorservices@tmx.com. **In order to ensure that a paper copy of the Circular can be delivered to a requesting shareholder in time for such shareholder to review the Circular and return a voting instruction form or proxy prior to the deadline, requests must be received by no later than 1:00 p.m. on June 16, 2021.**

DISCLAIMER

ANY PERSON WHO ATTENDS THE MEETING IN PERSON DOES SO AT HIS OR HER OWN RISK AND BY ATTENDING THE MEETING IN PERSON, SUCH PERSON ACKNOWLEDGES AND AGREES THAT THE CORPORATION AND THE DIRECTORS, OFFICERS AND AGENTS THEREOF ARE NOT LIABLE TO THE PERSON FOR ANY ILLNESSES OR OTHER ADVERSE REACTIONS THAT MAY RESULT FROM SUCH PERSON'S ATTENDANCE AT THE MEETING. ANY PERSON WHO ATTEMPTS TO ENTER THE MEETING BUT IS DENIED ENTRY ACKNOWLEDGES AND AGREES THAT HE, SHE OR IT SHALL HAVE NO CLAIM AGAINST THE CORPORATION OR ITS DIRECTORS, OFFICERS OR AGENTS FOR SUCH DENIAL OF ENTRY INTO THE MEETING.

Any person who is experiencing any of the described COVID-19 symptoms of fever, cough or difficulty breathing or has travelled in the 21 days prior to the Meeting will not be permitted entry into the Meeting.

The situation with COVID-19 continues to evolve as we prepare this document. It is possible that there may be new restrictions or other regulatory actions prior to the Meeting that may impact the procedures or arrangements for the Meeting. If any such developments cause a change in the Meeting arrangements described in this document, the Corporation will advise shareholders by issuing a news release, a copy of which will be available on SEDAR at <http://www.sedar.com> and will be incorporated by reference herein.

Shareholders entitled to vote who do not expect to be present at the Meeting are urged to date, sign and return the form of proxy or voting instruction form delivered to them with this notice package.

DATED as of the 12th day of May, 2021.

"William Di Nardo"

William Di Nardo
Chief Executive Officer,
Pivotree Inc.