

SPARQ CORP.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the “**Meeting**”) of the holders of the common shares (collectively, the “**Shareholders**” or individually, a “**Shareholder**”) of SPARQ Corp. (the “**Corporation**”) will be held on Wednesday, June 1, 2022 at 9:00 a.m. (Toronto time) at the offices of Aird & Berlis LLP, Brookfield Place, Suite 1800, 181 Bay Street, Toronto, Ontario, M5J 2T9. The purpose of the Meeting is as follows:

1. to receive the audited financial statements of the Corporation for the financial years ended December 31, 2021 and 2020, together with the report of the auditor thereon;
2. to elect the directors of the Corporation;
3. to appoint MNP LLP, as auditor of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix its remuneration;
4. to consider and, if thought appropriate, pass, with or without variation, an ordinary resolution approving the Corporation’s omnibus equity incentive plan, as more fully described in the accompanying management information circular dated April 29, 2022 (the “**Circular**”);
5. to consider, and, if deemed advisable, to pass, with or without variation, an ordinary resolution approving the repeal and replacement of By-law No. 1 with By-law No. 2 of the Corporation;
6. to consider, and, if deemed advisable, to pass, with or without variation, a special resolution approving an amendment to the articles of the Corporation in order to change the name of the Corporation to “SPARQ Systems Inc.”, or such other name as the board of directors of the Corporation determines appropriate; and
7. to transact such other business as may properly be brought before the Meeting or any adjournment or adjournments thereof.

Accompanying this Notice of Annual and Special Meeting of Shareholders is the Circular and a copy of the audited financial statements of the Corporation for the financial years ended December 31, 2021 and 2020, together with the report of the auditor thereon. The record date for the determination of those Shareholders entitled to receive the Notice of Annual and Special Meeting of Shareholders and to vote at the Meeting was the close of business on Friday, April 29, 2022.

The formal portion of the Meeting will be held in person at the above-noted address. Following the formal portion of the Meeting, Shareholders may virtually attend the informal portion of the Meeting through Microsoft Teams at the following coordinates:

Join on your computer or mobile app

[Click here to join the meeting](#)

Or call in (audio only)

[+1 437-703-7440,,570809778#](#) Canada, Toronto

Phone Conference ID: 570 809 778#

[Find a local number](#) | [Reset PIN](#)

During the informal portion of the Meeting, Shareholders will be able to listen to the Meeting live and ask questions.

Shareholders who are unable to be present personally at the Meeting must follow the instructions on the proxy or voting instruction form. Only registered Shareholders and proxyholders may attend and vote at the formal portion of the Meeting; no voting will occur during the informal portion of the Meeting. Shareholders that hold their shares with a bank, broker or financial intermediary that wish to vote at the

Meeting must carefully follow the instructions provided by their intermediary. In order to be effective, proxies must be received by the Chair of the Meeting before the commencement of the Meeting or any adjournment thereof.

Time is of the essence. It is recommended that you vote by telephone or internet to ensure that your vote is received before the Meeting. To cast your vote by telephone or internet, please have your proxy card or voting instruction form in hand and carefully follow the instructions contained therein. Your telephone or internet vote authorizes the named proxies to vote your common shares in the same manner as if you mark, sign and return your proxy card. If you vote by telephone or internet, your vote must be received on or before 9:00 a.m. (Toronto time) on Monday, May 30, 2022.

A Shareholder has the right to appoint a person (who need not be a Shareholder) to attend and act for such Shareholder and on his, her or its behalf at the Meeting other than the persons designated in the enclosed form of proxy (the “**Appointee**”). Such right may be exercised by inserting in the blank space provided for that purpose the name of the Appointee or by completing another proper form of proxy and, in either case, delivering the completed and executed proxy to the Corporation’s transfer agent and registrar, TSX Trust Company, 100 Adelaide Street West, Suite 301, Toronto, Ontario, M5H 4H1 no later than two (2) business days (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting or any adjournment thereof.

DATED at Toronto, Ontario this 29th day of April, 2022.

BY ORDER OF THE BOARD

“Ravi Sood”

Ravi Sood
Chairman