

FINDEV INC.
NOTICE OF MEETING OF SHAREHOLDERS
to be held on June 26, 2023

NOTICE IS HEREBY GIVEN that an annual meeting (the “**Meeting**”) of the holders (“**Shareholders**”) of common shares (“**Common Shares**”) in the capital of Findev Inc. (“**Findev**” or the “**Corporation**”) will be held at the offices of Findev Inc., 10 Wanless Ave, Suite 201, Toronto, ON M4N 1V6, Canada, on Wednesday, June 26, 2023 at 14:30 (Toronto time), for the following purposes:

1. to receive the audited financial statements for the year ended December 31, 2022 and the report of the auditors thereon;
2. to elect the directors of Findev to serve until the next annual meeting of the Shareholders or until their successors are duly elected or appointed;
3. to appoint the auditors of Findev for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors;
4. to consider and, if thought advisable, pass, with or without variation an ordinary resolution to re-approve the Corporation’s 10% rolling stock option plan; and
5. to transact such other business as may properly be brought before the Meeting or any adjournment(s) or postponement(s) thereof.

Specific details of the matters to be put before the Meeting are set forth in the proxy statement and information circular of Findev dated May 23, 2023 for more detailed information with respect to the matters to be considered at the Meeting.

If you are a registered Shareholder and are unable to attend the Meeting in person, please date and execute the accompanying form of proxy and return it in the envelope provided to Computershare Trust Company of Canada, the registrar and transfer agent of the Corporation, at 8th floor, 100 University Avenue, Toronto, Ontario M5J 2Y1 no later than 14:30. on June 26, 2023 or two (2) days (not including Saturdays, Sundays and statutory holidays observed in Toronto, Ontario) preceding the date of any adjournment. Late proxies may be accepted or rejected by the Chairman of the Meeting at his or her discretion, and the Chairman of the Meeting is under no obligation to accept or reject any particular late proxy. The Chairman of the Meeting may waive or extend the proxy cut-off without notice. If you are unable to attend the Meeting, we encourage you to complete the enclosed form of proxy as soon as possible.

If you are not a registered Shareholder and receive these materials through your broker or through another intermediary, please complete and return the form of proxy in accordance with the instructions provided to you by your broker or by the other intermediary.

The directors of Findev have fixed May 19, 2023 as the record date (“**Record Date**”). Only Shareholders whose names are entered on the register of Findev at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting, provided that, to the extent a Shareholder transfers the ownership of any Common Shares after the Record Date and the transferee of those Common Shares establishes ownership of such Common Shares and demands, not later than ten (10) days before the Meeting, to be included in the list of Shareholders eligible to vote at the Meeting, such transferee will be entitled to vote those Common Shares at the Meeting.

COVID-19 Notice

A shareholder may attend the Meeting in person or may be represented by proxy. In March 2020, the World Health Organization declared COVID-19 a pandemic, and the Ontario government declared a state of emergency in the same month and introduced plans to reduce public gatherings and non-essential travel. In light of ongoing concerns related to the spread of COVID-19, shareholders are strongly encouraged not to attend the Meeting but instead to vote on matters at the Meeting by proxy.

The Corporation will follow the guidance and orders of government and public health authorities regarding COVID-19, including those restricting the size of public gatherings. To help mitigate the risk of the spread of COVID-19, all shareholders are encouraged to vote on the matters at the Meeting by proxy, using our management proxyholder(s) to limit the number of attendees. You should not attend the Meeting if you or someone with whom you have been in close contact with are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact have travelled to/from outside of Canada within the fourteen (14) days prior to the Meeting.

A shareholder who does not attend the Meeting in person may listen to the Meeting through teleconference call, however, such shareholders will not be able to vote or speak at, or otherwise participate in, the Meeting via the teleconference call. The dial-in number for participants is 1-587-405-1251 from Canada and 1-605-562-0400 from the United States, conference ID: 498-66-49, and participants should dial in approximately 5 to 10 minutes prior to the scheduled start time. All shareholders are strongly encouraged to vote prior to the Meeting by any of the means described in the Circular. There will be no voting via teleconference at the Meeting.

The Corporation may take any additional precautionary measures that we consider necessary in relation to the Meeting in response to further developments in the COVID-19 outbreak, including: (a) holding the Meeting virtually or by providing a webcast of the Meeting; (b) hosting the Meeting solely by means of remote communication; (c) changing the Meeting date and/or changing the means of holding the Meeting; (d) denying access to persons who exhibit cold or flu-like symptoms or who have or have been in contact with someone who has travelled outside of Canada within the fourteen (14) days immediately prior to the Meeting; and (e) such other measures as may be recommended by public health authorities in connection with gatherings of persons, such as the Meeting. Should we determine that changes to the Meeting are required, we will announce these changes via press release, which will be filed on SEDAR. We recommend that you view our SEDAR profile prior to the Meeting for the most current information. We do not intend to prepare or mail amended proxy and Meeting materials if changes are required to the format of the Meeting.

Anyone who regards their physical attendance at the Meeting as essential is asked to contact Claude Ayache at cayache@findev.ca so that appropriate measures can be put in place to facilitate physical distancing and other precautions to ensure the health and safety of all attendees. Attendees who have not registered with the Corporation in advance of the Meeting may not be allowed into the Meeting.

DATED at Toronto, Ontario this 23rd day of May, 2023.

BY ORDER OF THE BOARD OF DIRECTORS

Signed "*Sruli Weinreb*"

/s/ Sruli Weinreb

Sruli Weinreb

Chief Executive Officer

PLEASE VOTE. YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE VOTE ONLINE OR COMPLETE, SIGN AND DATE THE ENCLOSED PROXY FORM AND PROMPTLY RETURN IT ACCORDING TO THE INSTRUCTIONS PROVIDED.