

**VECIMA NETWORKS INC.**  
(the "Corporation")  
**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that the annual general meeting of shareholders of the Corporation shall be virtually on **Monday, December 12, 2022, at 10:00 am (Vancouver time)**, (collectively, the "Meeting") for the following purposes:

1. to receive the consolidated financial statements of the Corporation for the fiscal year ended June 30, 2022, together with the report of the auditors thereon;
2. to re-appoint Grant Thornton LLP as auditors for the next fiscal year and to authorize the directors to fix their remuneration;
3. to set the number of directors of the Corporation at six;
4. to elect directors;
5. to consider and, if deemed advisable, approve (i) increasing the maximum limit on shares reserved for issuance to insiders under the Corporation's stock option plan and any other share compensation arrangements to 10% of outstanding shares (from the current 8%); (ii) increasing the maximum limit of shares issuable to insiders under the stock option plan and any other share compensation arrangements within a one-year period to 10% of outstanding shares (from the current 8%); (iii) increasing the maximum number of shares that may be issued under the stock option plan and all other share compensation arrangements to 10% (increased from the current 8%); and (iv) certain housekeeping amendments;
6. to consider and, if deemed advisable, approve continuation of the Corporation's stock option plan and approve all unallocated options thereunder until December 12, 2025;
7. to consider and, if deemed advisable, approve (i) increasing the maximum number of shares that may be issued under the Corporation's performance share unit plan to 6% of outstanding shares (an increase from the current 4%); (ii) increasing the maximum limit on shares reserved for issuance to insiders under the performance share unit plan and any other share compensation arrangements to 10% of outstanding shares (from the current 8%); (iii) increasing the maximum limit of shares issuable to insiders under the performance share unit plan and any other share compensation arrangements within a one-year period to 10% of outstanding shares (from the current 8%); (iv) increasing the maximum number of shares that may be issued under the performance share unit plan and all other share compensation arrangements to 10% (increased from the current 8%); and (v) certain housekeeping amendments;
8. to consider and, if deemed advisable, approve continuation of the Corporation's performance share unit plan and approve all unallocated performance share units thereunder until December 12, 2025; and
9. to transact such further and other business as may properly come before the meeting or any adjournment or adjournments thereof.

The details of all matters proposed to be put before shareholders at the Meeting are set forth in the Information Circular. At the Meeting, shareholders will be asked to approve each of the foregoing items.

The Corporation will hold the Meeting **in a virtual only format, via live audiocast that Shareholders will telephone into**. Shareholders will have an equal opportunity to participate in the Meeting online regardless of their geographic location. After the Meeting the Shareholders can access the recorded meeting. The Board of Directors of the Corporation have fixed November 7, 2022, as the record date for the determination of shareholders entitled to receive the Notice of Meeting and to vote at the Meeting.

**REGISTERED SHAREHOLDERS AND DULY APPOINTED PROXYHOLDERS SHALL CONNECT TO THE AUDIOCAST MEETING BY DIALING ONE OF THE TELEPHONE NUMBERS BELOW WHERE THEY CAN PARTICIPATE AND VOTE DURING THE MEETING LIVE AUDIOCAST:**

Participant / Guest (Toll-Free): 877-407-6176

Participant / Guest (Toll): 201-689-8451

**HOW TO LINK TO ACCESS THE MEETING RECORDING AFTER THE MEETING:**

Link: <https://event.choruscall.com/mediaframe/webcast.html?webcastid=W2eVwKN2>

Registered shareholders who are unable to attend the Meeting are requested to complete, date, sign and return the enclosed Form of Proxy in accordance with the instructions set out in the proxy and in the Information Circular as incorporated in this Notice of Meeting. A proxy shall not be valid unless the completed, dated, and signed Form of Proxy is received by Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, by 10:00 a.m. (PST) on Thursday, December 8, 2022, or not less than 48 hours (excluding Saturdays, Sundays, and holidays) before the time for holding the Meeting or any adjournment thereof or is delivered to the Chair of the Meeting before the time of voting. If you are a non-registered shareholder of Corporation and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or by the other intermediary. Failure to do so may result in your Shares not being eligible to be voted by proxy at the Meeting.

DATED AT VICTORIA, BRITISH COLUMBIA, NOVEMBER 15, 2022, BY ORDER OF THE BOARD OF DIRECTORS

*"Dr. Surinder Kumar"*

Dr. Surinder Kumar, Chairman and Director