



ENABLENCE TECHNOLOGIES INC.
390 March Road, Suite 119, Ottawa, Ontario K2K 0G7

NOTICE OF THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and special meeting of the shareholders (the "**Meeting**" including any adjournment or adjournments thereof) of Enableness Technologies Inc. ("**Enableness**" or the "**Company**") will be held on October 26, 2021 at 10:00 a.m. The Meeting will be held at the Toronto offices of Bennett Jones LLP located at One First Canadian Place, Suite 3400, Toronto, Ontario, M5X 1A4.

Shareholders may also listen to the Meeting by way accessing our conference line 1-800-901-0218 (North America Toll Free) or 1-719-234-0223 (International Dial In) (Passcode: 1450259052). In order to support efforts to contain the spread of the coronavirus ("**COVID-19**") and to protect the health and safety of its shareholders, employees, families and others who usually attend such meeting, and to comply with the rules and guidance provided by the Province of Ontario regarding COVID-19, attendance by teleconference is encouraged.

The Meeting is held for the following purposes:

1. to receive the audited consolidated financial statements of the Company for its fiscal year ended June 30, 2020 and June 30, 2019, together with the reports of the auditors thereon, (the "**Annual Financial Statements**") and the interim financial statements of the Company for the three and nine months ended March 31, 2021 and 2020 (the "**Interim Financial Statements**");
2. to elect directors for the ensuing year;
3. to reappoint MNP LLP as auditors of the Company (the "**Auditors**") and to authorize the directors to fix the Auditors' remuneration;
4. to consider and, if deemed advisable, to pass, with or without amendment, a resolution (the "**Incentive Plan Resolution**") to ratify the adoption of an omnibus equity incentive plan for the Company (the "**Omnibus Equity Incentive Plan**");
5. to consider and, if thought fit, to approve, with or without variation, a special resolution, as more particularly set forth in the attached management information circular, relating to the consolidation of all of the common shares of the Company on the basis of one (1) post-Consolidation share in exchange for a number of pre-Consolidation shares within a range of fifty (50) to two-hundred (200) (the "**Consolidation**"), as further described in the accompanying management information circular (the "**Circular**");
6. to consider and, if deemed advisable, to pass, with or without variation, a resolution of the majority of the disinterested shareholders of the Company approving the Shares-for-Debt Settlement (as defined in the Circular) between the Company and each of Gitwangak Capital Corp. and Mr. Scott Larin;
7. to consider and, if deemed advisable, to pass, with or without variation, a resolution of the majority of the disinterested shareholders of the Company approving the Shares-for-Debt Settlement between the Company and Mr. Steve Wang;
8. to consider and, if deemed advisable, to pass, with or without variation, a resolution of the majority of the disinterested shareholders of the Company approving the Shares-for-Debt Settlement of bonus fees between the Company and Mr. Louis De Jong;



9. to consider and, if thought fit, to approve, with or without variation, a resolution of minority shareholders of the Company in accordance with Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"), as more particularly set forth in the attached Circular, approving the Shares-for-Debt Settlement between the Company and Mr. Derek H. Burney;
10. to consider and, if thought fit, to approve, with or without variation, a resolution of the minority shareholders of the Company in accordance with MI 61-101, as more particularly set forth in the attached Circular, approving the Shares-for-Debt Settlement between the Company and Mr. Louis De Jong;
11. to consider and, if thought fit, to approve, with or without variation, a resolution of the minority shareholders of the Company in accordance with MI 61-101, as more particularly set forth in the attached Circular, approving the Shares-for-Debt Settlement between the Company and Mr. Dan Shmitt;
12. to consider and, if thought fit, to approve, with or without variation, a resolution of the minority shareholders of the Company in accordance with MI 61-101, as more particularly set forth in the attached Circular, approving the Shares-for-Debt Settlement between the Company and Mr. Craig Mode;
13. to consider and, if deemed advisable, to pass, with or without variation, a resolution of the majority of the disinterested shareholders of the Company approving Mr. Dan Bordessa, together with Ms. Maria Semenko, becoming a new Control Person (as defined under the policies of the TSX Venture Exchange), as further described in the Circular;
14. to consider and, if deemed advisable, to pass, with or without variation, a resolution of the majority of the disinterested shareholders of the Company approving Vortex ENA LP, Paradigm Capital Inc., Paradigm Capital Partners Limited and David Roland, collectively, becoming a potential new Control Person, as further described in the Circular; and
15. to transact such other business as may properly come before the Meeting.

Accompanying this notice are: (i) the Circular containing details of the matters to be dealt with at the Meeting; (ii) the Annual Financial Statements, together with management's discussion and analysis thereon, if requested; (iii) the Interim Financial Statements, together with management's discussion and analysis thereon, if requested; and (iii) a form of proxy ("**Proxy**").

Shareholders of the Company are encouraged NOT to attend the Meeting in person in light of the COVID-19 pandemic (see the Letter to Shareholders accompanying this Notice). We encourage all holders of Common Shares to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment thereof.

Registered Shareholders as of the record date of September 21, 2021 can exercise their right to vote on the business before the Meeting by either attending online in person or by completing and submitting a proxy. Instructions on how to vote by proxy are included in the accompanying Circular. **To ensure that your vote is recorded, please (a) complete and sign the accompanying Proxy and return it by mail in the enclosed return envelope or by facsimile; or (b) vote electronically by internet. To be effective, proxies must be received by the Company's transfer agent, Computershare Investor Services Inc., 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1 Attention: Proxy Department, or by facsimile (sent to: 1-866 249-7775) or internet voting or by telephone prior to 10:00 a.m. (Toronto Time) on Friday, October 22, 2021 or if the Meeting is adjourned, by no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to any adjournment thereof is to be held, or may be deposited**



with the Chair of the Meeting at any time prior to the commencement of the Meeting or any adjournment thereof.

Non-Registered Shareholders, including those who hold Shares in the name of a bank, trust company, securities dealer or broker, or other intermediary, will receive a voting instruction form that contains voting instructions. The voting instruction form includes detailed instructions on how to complete the form, where to return it and the deadline for returning it, which may be earlier than the deadline for Registered Shareholders. It is important that you read and follow the instructions on the voting instruction form in order to have your vote count. If you are unsure about anything in such voting instructions, contact your bank, trust company, securities dealer or broker, or other intermediary through which you hold your Shares.

DATED at Toronto, Ontario on this 21st day of September, 2021.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "Derek H. Burney"
Chair of the Board of Directors