

VIQ SOLUTIONS INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

TO: THE SHAREHOLDERS OF VIQ SOLUTIONS INC.

TAKE NOTICE that the Annual and Special Meeting (the "**Meeting**") of the shareholders of VIQ Solutions Inc. ("**VIQ**" or the "**Company**") will be held at 100 Allstate Parkway, Markham, Ontario on Wednesday, June 21, 2017 at 10:00 a.m. (Toronto time) for the following purposes:

1. to receive and consider the financial statements of the Company for the year ended December 31, 2016 and the auditor's report thereon;
2. to fix the number of directors to be elected at the Meeting at five (5);
3. to consider and, if thought appropriate, to pass an ordinary resolution electing five (5) directors of the Company for the ensuing year;
4. to consider and, if thought appropriate, to pass an ordinary resolution appointing the auditors of the Company and authorizing the directors to fix their remuneration;
5. to consider and, if thought appropriate, to pass, with or without variation, an ordinary resolution approving the Company's stock option plan, as more particularly described in the accompanying management information circular (the "Information Circular");
6. to consider and, if thought appropriate, to pass, with or without variation, a special resolution approving the application of the Company for continuance under the laws of Ontario (the "Continuance"), as more particularly described in the Information Circular;
7. to transact such other business as may properly be brought before the Meeting or any adjournment(s) thereof.

The specific details of the matters proposed to be put before the Meeting are set forth in the Information Circular accompanying and forming part of this Notice.

Shareholders of VIQ who are unable to attend the Meeting in person are requested to date and sign the enclosed Instrument of Proxy and to mail it to or deposit it with the Secretary of VIQ, c/o TMX Equity Transfer Services at 200 University Avenue, Suite 300, Toronto, Ontario, M5H 4H1. In order to be valid and acted upon at the Meeting, forms of proxy must be returned to the above address not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for the holding of the Meeting or any adjournment(s) thereof.

Registered shareholders have the right to send a notice of dissent with respect to the Continuance and be paid the fair value of their common shares in accordance with the provisions of Section 191 of the *Business Corporations Act (Alberta)* if the Continuance becomes effective. This right to dissent is described in the Information Circular (see "Approval of the Continuance of the Company into Ontario – Rights of Dissenting Shareholders"). Failure to strictly comply with the dissent procedures set out in the accompanying Information Circular may result in the loss or unavailability of any right of dissent. Beneficial owners of common shares registered in the name of a broker, custodian, nominee or other intermediary who wish to dissent should be aware that **ONLY A REGISTERED SHAREHOLDER IS ENTITLED TO EXERCISE RIGHTS OF DISSENT.**

The board of directors of VIQ has fixed the record date for the Meeting at the close of business on May 15, 2017 (the "**Record Date**"). Only shareholders of VIQ of record as at that date are entitled to receive notice of the Meeting. Shareholders of record will be entitled to vote those shares included in the list of shareholders entitled to vote at the Meeting prepared as at the Record Date.

DATED at Markham, Ontario this 15th day of May, 2017.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "Sebastien Paré"

President, Chief Executive Officer and a Director