

NTG CLARITY NETWORKS INC.

2820 Fourteenth Avenue, Suite 202
Markham, Ontario L3R 0S9

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the annual and special meeting (the “Meeting”) of holders of common shares (“Common Shares”) of NTG Clarity Networks Inc. (the “Corporation”) will be held at the offices of the Corporation located at 2820 Fourteenth Avenue, Suite 202, Markham, Ontario on the 9th day of July, 2024 at 10:30 a.m. (Toronto time), for the following purposes:

1. To receive the consolidated audited financial statements of the Corporation for the fiscal year ended December 31, 2023; and the unaudited financial statements for the interim period ended March 31, 2024;
2. To fix the number of directors of the Corporation to four (4) directors;
3. To elect the members of the board of directors for the ensuing year;
4. To appoint NVS Chartered Accountants Professional Corporation, of Markham, Ontario, as auditors of the Corporation, at a remuneration to be fixed by the board of directors;
5. To consider an ordinary resolution approving amendments to the Corporation’s Stock Option Plan, all as more particularly described in the Information Circular;
6. To consider an ordinary resolution approving the creation of new “Control Persons”, as such term is defined in the policies of the TSX Venture Exchange, all as more particularly described in the Information Circular; and
7. To transact such other business as may be properly brought 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 accompanying this Notice of Meeting. At the Meeting, shareholders will be asked to approve each of the foregoing items.

Only shareholders of record at the close of business on May 21, 2024 are entitled to notice of and to attend the Meeting or any adjournment or adjournments thereof and to vote thereat.

DATED this 21st day of May, 2024.

BY ORDER OF THE BOARD OF DIRECTORS

"Ashraf Zaghoul"

Ashraf Zaghoul

Chairman and Chief Executive Officer

IMPORTANT

It is desirable that as many Common Shares as possible be represented at the Meeting. If you do not expect to attend and would like your Common Shares represented, please complete the enclosed instrument of proxy and return it as soon as possible in the envelope provided for that purpose. All proxies, to be valid, must be deposited at the office of the Registrar and Transfer Agent of the Corporation, Odyssey Trust Company, Proxy Department, by mail to 702 - 67 Yonge Street, Toronto ON M5E 1J8 or by hand to 702 - 67 Yonge Street, Toronto ON M5E 1J8 or by phone (1-888-290-1175) or internet (<https://login.odysseytrust.com/pxlogin>), no later than 10:30 a.m. (Toronto time) on July 5, 2024 or the second last business day (excluding Saturdays, Sundays and holidays) preceding any adjournment of the Meeting. However, the deadline for the deposit of proxies may be waived by the chairman of the Meeting at his sole discretion without notice. Shareholders who hold their shares through a bank, broker or other intermediaries should follow the voting instructions provided to them.