



SANGOMA TECHNOLOGIES CORPORATION

Management Information Circular

and

Notice of Annual and Special Meeting of Shareholders

**To be held on
December 17, 2020
at Sangoma's office at 100 Renfrew Drive, Suite 100, Markham, ON, L3R 9R6
at 10:30 a.m. (Toronto time)**

SANGOMA TECHNOLOGIES CORPORATION

Suite 100
100 Renfrew Drive
Markham, Ontario
L3R 9R6

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the “**Meeting**”) of holders (the “**Shareholders**”) of common shares (the “**Common Shares**”) of Sangoma Technologies Corporation (the “**Corporation**”) will be held at Sangoma’s office at 100 Renfrew Drive, Suite 100, Markham, ON, L3R 9R6 on Thursday, December 17, 2020 at the hour of 10:30 a.m. (Toronto time) for the following purposes:

- a. to receive the consolidated audited financial statements of the Corporation for the financial year ended June 30, 2020, and the auditor’s report thereon;
- b. to elect the directors of the Corporation;
- c. to appoint MNP LLP, Chartered Accountants, as auditors of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix their remuneration;
- d. to consider and, if thought advisable, to pass on an ordinary resolution to reaffirm the Corporation’s rolling stock option plan, as described in more detail in the accompanying management information circular;
- e. to consider and, if thought advisable, to pass an ordinary resolution approving an amendment to the Corporation’s rolling stock option plan to permit the grant of stock options to any director of the Corporation, as described in more detail in the accompanying management information circular; and
- f. to transact such other business as may properly be brought before the Meeting or any postponement or adjournment thereof.

Accompanying this Notice of Meeting is a management information circular dated November 12, 2020 and a form of proxy.

A Shareholder wishing to be represented by proxy at the Meeting or any adjournment or postponement thereof must deposit his, her or its duly executed form of proxy in person or by mail with the Corporation’s transfer agent and registrar, Computershare Investor Services Inc. (the “**Transfer Agent**”) at 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1 or online at www.investorvote.com or by telephone at 1-866-732-VOTE (8683) (for Shareholders within North America) or 1-312-588-4290 (for Shareholders outside North America), prior to 10:30 a.m. (Toronto time) on December 15, 2020 or any postponement or adjournment thereof, or with the Chairman of the Meeting on the day of the Meeting or any adjournment or postponement thereof prior to the time of voting.

Shareholder Guidance as a result of COVID-19:

To proactively deal with the unprecedented public health impact of the novel coronavirus outbreak, also known as COVID-19, and in an effort to mitigate potential risks to the health and safety of our communities, shareholders, employees and stakeholders, and consistent with the latest guidance from public health and government authorities, we are *strongly* encouraging shareholders and other stakeholders to participate in the Meeting by:

1. **signing, dating and returning the enclosed form of proxy or voting instruction form in the envelope provided for that purpose or voting online, in each case in accordance with instructions above, on the form of proxy or voting instruction form and accompanying management information circular; and**
2. **dialing in to the Corporation’s conference line at: 1-800-319-4610 (North American Toll Free) or 1-604-638-5340 (outside of North America) and not to attend in-person. Shareholders will have an equal opportunity to participate at the Meeting through this method regardless of their geographic location or equity ownership and, combined with voting in advance in**

accordance with the instructions set out in your form of proxy or voting instruction form, will have the votes taken into consideration.

Given the unprecedented circumstances resulting from COVID-19, we will provide further information and instructions by issuing a press release and filing it on www.sedar.com in the event circumstances should require further changes in order to comply with local health authorities in the City of Markham, the Regional Municipality of York and the Province of Ontario.

The Meeting may be accessed via live conference call as follows:

Date and time: Thursday, December 17, 2020 at 10:30 a.m. (Eastern Time)

Dial-in numbers: 1-800-319-4610 (North American Toll Free)

1-604-638-5340 (outside of North America)

Participants should dial in approximately 5 to 10 minutes prior to the scheduled start time.

If you plan to be present personally at the Meeting, you are requested to bring the enclosed form of proxy for identification. However, please be advised that we will adhere to COVID-19 protocols regarding social distancing as of that date in accordance with local health authorities in the City of Markham, the Regional Municipality of York and the Province of Ontario. The record date for the determination of those Shareholders entitled to receive the notice of and vote at the Meeting is 5:00 p.m. (Toronto time) on November 12, 2020.

DATED at Toronto, Ontario this 12th day of November, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "*Bill Wignall*"

William Wignall
President and Chief Executive Officer