

**GTEC HOLDINGS LTD.**

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that the annual and special meeting (the “**Meeting**”) of the shareholders of GTEC Holdings Ltd. (the “**Company**”) will be held at the offices of the Company, located at Farris Vaughan Wills & Murphy LLP, 1631 Dickson Avenue, Suite #1800, Kelowna, BC V1Y 9X1, on Friday, July 12, 2019 at 10:00 a.m. (Kelowna time) for the following purposes:

- (1) to receive the audited annual consolidated financial statements of the Company for the fiscal year ended November 30, 2018, together with the report of the auditor thereon;
- (2) to appoint Manning Elliot LLP as the auditors of the Company for the fiscal year ending November 30, 2019 and to authorize the board of directors of the Company to fix their remuneration and to authorize the board of directors to seek proposals from other qualified accounting firms for the position of auditor of the Company for the ensuing year, as more fully described in the Company’s management information circular dated June 10, 2019 (the “**Circular**”);
- (3) to fix the number of directors of the board of directors of the Company at five (5) and to elect directors for the ensuing year, as more fully described in the Circular;
- (4) to consider and, if thought fit, to pass, with or without variation, an ordinary resolution to ratify the Company’s Stock Option Plan, as more fully described in the Circular;
- (5) to transact such other business as may properly come before the Meeting.

Only registered shareholders of record of the Company at the close of business on June 5, 2019 (the “**Record Date**”), or the persons they appoint as their proxies, will be entitled to receive notice of and vote at the Meeting. Registered shareholders of the Company who are unable to attend the Meeting in person are requested to sign, date and return the enclosed form of proxy to TSX Trust Company at 301 – 100 Adelaide Street West, Toronto, Ontario M5H 4H1 or by fax to (416) 595-9593.

In order to be valid for use at the Meeting, proxies must be received by TSX Trust Company by 10:00 a.m. (Toronto time) on July 10, 2019 or, if the Meeting is adjourned or postponed, 48 hours prior to the time to which the Meeting has been adjourned or postponed, excluding Saturdays, Sundays and holidays. The chair of the Meeting may waive or extend the proxy cut-off without notice. Non-registered shareholders of the Company who receive these materials through their broker or other intermediary should carefully follow the instructions provided by their broker or intermediary.

**DATED** at Kelowna, British Columbia, this 10th day of June, 2019.

**BY ORDER OF THE BOARD OF DIRECTORS**

*“Norton Singhavon”*

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Norton Singhavon  
Chief Executive Officer and Director