

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, 1632 Dickson Avenue, Suite 335, Kelowna, British Columbia, V1Y 7T2, on Wednesday, November 18, 2020 at 2:00 p.m. PDT for the following purposes:

- (1) to receive the audited annual consolidated financial statements of the Company for the fiscal year ended November 30, 2019, together with the report of the auditor thereon;
- (2) to appoint Manning Elliot LLP, Chartered Professional Accountants, as the auditors of the Company for the fiscal year ending November 30, 2020 and to authorize the board of directors of the Company to: i) fix their remuneration and ii) 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 September 30, 2020 (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 consider and, if thought fit, to pass, with or without variation, an ordinary resolution by the disinterested shareholders to ratify the implementation of a restricted share unit plan, as more fully described in the Circular;
- (6) to consider and, if thought fit, to pass, with or without variation, an ordinary resolution by the disinterested shareholders to ratify the implementation of a deferred share unit plan, as more fully described in the Circular; and
- (7) 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 September 30, 2020 (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 Computershare Investor Services Inc., Attention: Proxy Department, by mail at: 100 University Ave., 8th Floor, Toronto, Ontario M5J 2Y1, or by fax at: 1 (866) 249-7775 within North America, and outside North America at: (416) 263-9524.

In order to be valid for use at the Meeting, proxies must be received by Computershare Investor Services Inc. by 2:00 p.m. PDT on November 16, 2020 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 September 30, 2020 at Kelowna, British Columbia.

BY ORDER OF THE BOARD OF DIRECTORS

“Norton Singhavon”

Norton Singhavon

Director, Board Chairman and Chief Executive Officer



**Notice of Availability of Proxy Materials for
GTEC HOLDINGS LTD. Annual General and Special Meeting**

Meeting Date and Location:

When: November 18, 2020
2:00 pm (Pacific Time)

Where: 1632 Dickson Avenue, Suite 335, Kelowna,
British Columbia

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You are receiving this notice to advise that the proxy materials for the above noted securityholders' meeting are available on the Internet. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We remind you to access and review all of the important information contained in the information circular and other proxy materials before voting.

The information circular and other relevant materials are available at:

<https://www.gtec.co/shareholder-meeting-2020/>

OR

www.sedar.com

How to Obtain Paper Copies of the Proxy Materials

Securityholders may request to receive paper copies of the current meeting materials by mail at no cost. To ensure you receive the materials in advance of the voting deadline and meeting date, all requests must be received no later than 10 business days before the meeting. If you do request the current materials, please note that another Proxy/ Voting Instruction Form will not be sent; please retain your current one for voting purposes. To obtain paper copies of the materials, please contact Samantha Barker, of Farris LLP, at 1-877-684-9151.

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Securityholder Meeting Notice

The resolutions to be voted on at the meeting are listed below along with the Sections within the Information Circular where disclosure regarding the matter can be found.

1. **Number of Directors** - *Number of Directors*
2. **Election of Directors** - *Election of Directors*
3. **Appointment of Auditors** - *Appointment of Auditors*
4. **Ratification of Stock Option Plan** - *Ratification of Stock Option Plan*
5. **Adoption of Restricted Share Unit Plan** - *Adoption of Restricted Share Unit Plan*
6. **Adoption of Deferred Share Unit Plan** - *Adoption of Deferred Share Unit Plan*

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Voting

PLEASE NOTE - YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your securities you must vote using the methods reflected on your enclosed Voting Instruction Form. Your Voting Instruction Form must be received by 2:00 pm, Pacific Time on November 16, 2020.

PLEASE VIEW THE INFORMATION CIRCULAR PRIOR TO VOTING

Annual Financial statement delivery

- No Annual Report (or Annual Financial Statements) is (are) included in this mailing