

BOARDWALKTECH SOFTWARE CORP.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

To the shareholders of Boardwalktech Software Corp. (the "**Corporation**"):

NOTICE IS HEREBY GIVEN that the Annual and Special Meeting (the "**Meeting**") of the shareholders of the Corporation will be held on December 4th, 2019 at 9:00 a.m. (Toronto time) at Sheraton Centre Toronto Hotel, 123 Queen St W, Toronto, ON M5H 2M9, Carlton Room, for the following purposes:

1. to receive the financial statements of the Corporation for the fiscal year ended March 31, 2019, together with the auditor's report thereon;
2. to elect the directors of the Corporation for the ensuing year;
3. to appoint the auditor of the Corporation for the ensuing year and authorize the directors to fix the remuneration of the auditor;
4. to consider and, if deemed appropriate, approve with or without amendment an ordinary resolution approving the equity incentive plan of the Corporation, as more fully described in the information circular in respect of the Meeting (the "**Circular**");
5. to consider and, if deemed appropriate, approve by ordinary resolution of disinterested shareholders, the creation of a new "Control Person" (as that term is defined in the TSXV Corporate Finance Manual) of the Corporation, as more fully described in the Circular; and
6. to transact such other business as may properly come before the Meeting or any adjournments thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the Circular.

Only shareholders of record of common shares and convertible preferred shares of the Corporation at the close of business on October 30th, 2019 (the "**Record Date**") are entitled to notice of and to attend the Meeting or any adjournments thereof and to vote thereat.

Registered shareholders unable to be present at the Meeting are requested to date and sign the enclosed form of proxy and return it to Computershare Investor Services Inc., 8th Floor 100 University Avenue, Toronto, Ontario, not later than 9:00 a.m. (Toronto time) on December 2, 2019 or, if the Meeting is adjourned, not later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the adjourned or postponed meeting.

Non-registered beneficial shareholders should follow the instructions of their intermediaries in order to vote their shares.

DATED as of the 1st day of November, 2019.

"Andrew T. Duncan"

Andrew T. Duncan
Chief Executive Officer
Boardwalktech Software Corp.