

PASON SYSTEMS INC.

Notice of Annual General and Special Meeting of Shareholders

The holders of common shares (the “Shareholders”) of Pason Systems Inc. (“Pason”) are invited to our Annual General and Special Meeting of Shareholders (the “Meeting”).

Date and Time

Thursday, April 29, 2021 at 3:30 p.m. (Mountain Standard Time)

Location

This meeting will be conducted via live audio webcast at <https://web.lumiagm.com/259295880>. Additional details on how to access and login to the Meeting will be provided on Pason’s website at www.pason.com.

We recommend that you log in to the webcast at least fifteen minutes before the time of the virtual meeting.

Items of Business

The following items of business will be addressed at the Meeting:

1. Receive the audited consolidated financial statements and the report of the auditors for the year ended December 31, 2020;
2. Fix the number of directors to be elected at the Meeting at six;
3. Elect the directors of Pason for the ensuing year;
4. Reappoint Deloitte LLP as auditors of Pason for 2021 and authorize Pason’s Board of Directors to fix their remuneration;
5. Conduct a non-binding “say on pay” advisory vote on Pason’s approach to executive compensation;
6. Approve the 2021 Stock Option Plan; and
7. Transact such other business as may properly come before the Meeting or any adjournment or postponement of the Meeting.

Voting

If you are a Shareholder of record of Pason common shares at the close of business on March 17, 2021, you are entitled to receive notice of, attend, and vote at this Meeting or any adjournment or postponement of it. Whether or not you plan to attend the Meeting, we encourage you to vote in accordance with the instructions on the form of proxy or voting instruction form.

The attached Management Information Circular includes important information about what the Meeting will cover, how to vote, our governance practices and executive compensation at Pason.

By order of the Board of Directors of Pason Systems Inc.



Jon Faber, President & Chief Executive Officer
March 17, 2021 in Calgary, Alberta