

UPSNAP, INC.
100 Consilium Place, Suite 200
Toronto, Ontario M1H 3E3

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting of the shareholders (the “**Meeting**”) of UpSnap, Inc. (“**UpSnap**” or the “**Corporation**”) will be hosted virtually via **Zoom Video Conference** at 10:00 a.m. (Toronto Time) on Friday, November 6, 2020 for the following purposes:

1. to receive the consolidated financial statements of the Corporation as at and for the year ended December 31, 2019 and the auditors’ report thereon;
2. to consider and, if deemed advisable, to pass an ordinary resolution to fix the number of members of the board of directors of the Company at five (5);
3. to elect the directors of the Corporation for the ensuing year;
4. to appoint auditors for the ensuing year and authorize the Corporation’s board of directors to fix the remuneration of the auditors;
5. to consider and, if thought advisable, pass a special resolution to consolidate the share capital of the Corporation on the basis of up to fifty (50) existing Common Shares for one (1) new Common Share, or such lower conversion ratio as the board of directors of the Corporation may determine, at its sole discretion, all as further set out in the Circular; and
6. to transact such other business as may be properly brought before the Meeting or any adjournment thereof.

Information relating to items 2, 3, 4 and 5 above is set out in the accompanying Management Proxy Circular, dated as of October 2, 2020 (the “**Circular**”).

In light of the current coronavirus (COVID-19) epidemic, the Meeting will be held in a virtual only format through internet webcast. The section in the Circular entitled “*Virtual Only Meeting*” provides detailed information about how to access the virtual Meeting. Changes to the Meeting date and/or means of holding the Meeting may be announced by way of press release. Please monitor the Corporation’s press releases as well as the Corporation’s website at www.upsnap.com for updated information. The Corporation does not intend to prepare or mail an amended Circular in the event of changes to the Meeting format. **All shareholders are strongly encouraged to vote prior to the Meeting by any of the means described on pages 3-5 of the Circular.**

A shareholder may attend the Meeting virtually or may be represented by a proxyholder. In either case, shareholders are asked to date, sign and return the accompanying Instrument of Proxy, or other appropriate form of proxy, in accordance with the instructions set out in the accompanying Management Proxy Circular. **A proxy will not be valid unless it is deposited at the offices of Computershare Trust Company of Canada (by mail or courier, at 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, Attention: Proxy Department, or by facsimile at 416-263-9524 or 1-866-249-7775), at least forty-eight (48) hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting, or any adjournment thereof. A person appointed as proxyholder need not be a shareholder of the Corporation.**

Only persons who were registered as holders of common shares on the records of the Corporation as of the close of business on October 2, 2020, are entitled to receive notice of the Meeting.

Registered UpSnap shareholders are those persons named as owners of UpSnap common shares on the register of shareholders maintained by UpSnap's registrar and transfer agent (the "**Register of Shareholders**"). A significant number of persons who beneficially own UpSnap shares hold those shares in a brokerage account or through some other intermediary. In almost all cases, a person whose UpSnap shares are held through a broker (or other intermediary) will not appear as the registered holder of such UpSnap shares on the Register of Shareholders. Non-registered UpSnap shareholders (i.e., persons whose UpSnap shares are not held in their own name) do not have the same legal rights as registered UpSnap shareholders in respect of shareholder meetings (including the right to vote directly at shareholder meetings and to appoint a proxyholder), and non-registered UpSnap shareholders are required to act indirectly through their broker (or other intermediary) in order to have their UpSnap shares voted at shareholder meetings. Non-registered UpSnap shareholders should refer to the information set out under the heading "*Voting of Common Shares -- Advice to Nonregistered Holders of Common Shares*" in the accompanying Management Proxy Circular.

DATED at Toronto, Ontario, as of October 2, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

"Bruce Howard"

Bruce Howard
Chief Executive Officer and Director