

COUNTERPATH CORPORATION
Suite 300 - 505 Burrard Street, Box 95
Vancouver, British Columbia
Canada V7X 1M3

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

**FEBRUARY 22, 2021
2:00 P.M. VANCOUVER TIME**

TO THE STOCKHOLDERS OF COUNTERPATH CORPORATION:

NOTICE IS HEREBY GIVEN that CounterPath Corporation (the “**Company**”), a Nevada corporation, will hold a special meeting of stockholders (the “**Meeting**”) on February 22, 2021 at 2:00 p.m. (Vancouver time) at Suite 300 – 505 Burrard Street, Vancouver, British Columbia, Canada V7X 1M3.

The Meeting is being held for the following purposes:

1. To consider and vote on a proposal to approve the agreement and plan of merger, dated as of December 6, 2020 (as it may be amended from time to time, the “**Merger Agreement**”), among the Company, Alianza, Inc., a Delaware corporation (“**Parent**” or “**Alianza**”), and CounterPath Merger Sub, Inc., a Nevada corporation and wholly owned subsidiary of Parent (“**Merger Sub**”), and the transactions contemplated thereby, which we refer to as the “**Merger Transaction**”; a copy of the Merger Agreement is attached to the accompanying proxy statement as Exhibit A and is incorporated herein by reference;
2. To consider and vote upon a proposal to approve the adjournment of the Meeting if necessary or appropriate in the view of the CounterPath Board of Directors to solicit additional proxies if there are not sufficient votes at the time of the Meeting to approve the Merger Transaction, which we refer to as the “**adjournment proposal**” in the accompanying proxy statement; and
3. To transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The Board of Directors has fixed the close of business on January 15, 2021 as the record date for the determination of the stockholders entitled to notice of, and to vote at, the Meeting or any adjournment or postponement thereof. At the Meeting, each share of common stock represented at the meeting will be entitled to one vote on each matter properly brought before the Meeting.

The proposal to approve the Merger Transaction, must be approved by (i) the affirmative vote of the holders of a majority of the outstanding shares of CounterPath common stock, and (ii) under applicable Canadian securities laws, a majority of the votes cast by the holders of CounterPath common stock, present in person or represented by proxy at the special meeting and entitled to vote, excluding those holders of Company Common Stock whose votes are required to be excluded pursuant to Part 8 of Multilateral Instrument 61-101—*Protection of Minority Security Holders in Special Transactions*. See “Proposal 1: Approval of the Merger Agreement—Canadian Securities Law Matters—Excluded Votes” beginning on page 53 of this proxy statement for more information.

In connection with the Merger Agreement, on December 6, 2020, seven CounterPath stockholders, Wesley Clover International Corporation, Owen Matthews, Steven Bruk, Karen Bruk, KMB Trac Two Holdings Ltd., David Karp and Todd Carothers, whom we refer to as the “**key stakeholders**” in this proxy statement, entered into a voting agreement with Alianza, which we refer to as the “**voting agreement**” in the accompanying proxy statement, pursuant to which all agreed, among other things, to vote their shares of CounterPath common stock in favor of the proposal to approve the Merger Transaction. Accordingly, because the key stakeholders collectively own approximately 51.1% of the outstanding shares of CounterPath common stock, so long as each remains obligated under the terms of the voting agreement, the Merger Transaction will be approved at the Meeting. The terms of the

voting agreement are described in more detail under the section entitled “The Voting Agreement” beginning on page 83 of the accompanying proxy statement.

The approval of the adjournment proposal requires the affirmative vote of a majority of the votes cast on the adjournment proposal at the Meeting.

Stockholders have a statutory right to dissent from the Merger and demand payment of the fair value of their shares as determined in a judicial proceeding in accordance with Nevada Revised Statutes Section 92A.300 through 92A.500, inclusive of the Nevada Revised Statutes, plus interest from the effective date of the Merger. The fair value or fair market value may be more or less than the amount CounterPath stockholders will receive pursuant to the Merger Agreement. In order to qualify for these rights, CounterPath stockholders must comply with the procedural requirements under the Nevada Revised Statutes. In addition, under our bylaws, our stockholders are entitled, after complying with certain requirements of our bylaws, to dissent from approval of the Merger and to be paid the “fair value” of their shares of CounterPath common stock, determined as of the close of business on the date before the proposal is approved. We will require strict compliance with the procedures set out in our bylaws.

Your attention is directed to the accompanying proxy statement and exhibits which summarize each item to be voted upon. Stockholders who do not expect to attend the Meeting in person and who are entitled to vote are requested to date, sign and return the enclosed proxy in the enclosed envelope, or via the telephone or the Internet by following the instructions provided in the enclosed proxy card, as soon as possible. To be represented at the meeting, proxies must be submitted to the Company’s transfer agent, Computershare Trust Company of Canada, Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, or by facsimile (toll free North American facsimile: 1-866-249-7775, international facsimile: 1-416-263-9524), or, if by telephone voting, at 1-866-732-8683, or, if by Internet voting, at <https://www.investorvote.com>, no later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting or adjournment thereof.

THE VOTE OF EACH STOCKHOLDER IS IMPORTANT. YOU CAN VOTE YOUR SHARES BY ATTENDING THE MEETING OR BY COMPLETING AND RETURNING THE PROXY CARD SENT TO YOU. PLEASE SUBMIT A PROXY AS SOON AS POSSIBLE SO THAT YOUR SHARES CAN BE VOTED AT THE MEETING IN ACCORDANCE WITH YOUR INSTRUCTIONS. FOR SPECIFIC INSTRUCTIONS ON VOTING, PLEASE REFER TO THE INSTRUCTIONS ON THE PROXY CARD OR THE INFORMATION FORWARDED BY YOUR BROKER, BANK OR OTHER HOLDER OF RECORD. EVEN IF YOU HAVE VOTED YOUR PROXY, YOU MAY STILL VOTE IN PERSON IF YOU ATTEND THE MEETING. PLEASE NOTE, HOWEVER, THAT IF YOUR SHARES ARE HELD OF RECORD BY A BROKER, BANK OR OTHER NOMINEE AND YOU WISH TO VOTE IN PERSON AT THE MEETING, YOU MUST OBTAIN FROM SUCH BROKER, BANK OR OTHER NOMINEE, A PROXY ISSUED IN YOUR NAME.

BY ORDER OF THE BOARD OF DIRECTORS

By:

/s/ Terence Matthews
Terence Matthews
Chairman of the Board

Dated: January 20, 2021