

SPECTRA7 MICROSYSTEMS INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the “**Meeting**”) of the holders of the common shares (collectively, the “**Shareholders**” or individually, a “**Shareholder**”) of Spectra7 Microsystems Inc. (the “**Corporation**”) will be held at the offices of Aird & Berlis LLP, Brookfield Place, Suite 1800, 181 Bay Street, Toronto, Ontario, M5J 2T9 on Thursday, June 18, 2015 at the hour of 10:00 a.m. (Toronto time) for the following purposes:

1. to receive the audited financial statements of the Corporation for the financial year ended December 31, 2014, together with the report of the auditor thereon;
2. to elect the directors of the Corporation;
3. to appoint MNP LLP, Chartered Accountants, as auditor of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix its remuneration;
4. to consider and, if thought appropriate, pass, with or without variation, a resolution to approve the increase of the number of common shares in the capital of the Corporation (“**Common Shares**”) reserved for issuance under the stock option plan of the Corporation from 5,250,000 to 6,750,000 as more fully described in the accompanying management information circular dated May 12, 2015 (the “**Circular**”);
5. to consider and, if thought appropriate, pass, with or without variation, a resolution to approve the increase of the number of Common Shares reserved for issuance under the restricted share unit plan of the Corporation from 5,250,000 to 6,750,000 as more fully described in the Circular; and
6. to transact such other business as may properly be brought before the Meeting or any adjournment or adjournments thereof.

Accompanying this Notice of Annual and Special Meeting of Shareholders is the Circular and a copy of the audited financial statements of the Corporation for the financial year ended December 31, 2014, together with the report of the auditor thereon.

A Shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his, her or its duly executed form of proxy with the Corporation’s transfer agent and registrar, Computershare Trust Company of Canada, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, on or before 9:30 a.m. on Tuesday, June 16, 2015 or deliver it to the chairman of the Meeting on the day of the Meeting or any adjournment thereof prior to the time of voting.

Shareholders who are unable to be present personally at the Meeting are urged to sign, date and return the enclosed form of proxy in the envelope provided for that purpose. If you plan to be present personally at the Meeting, you are requested to bring the enclosed form of proxy for identification. The record date for the determination of those Shareholders entitled to receive the Notice of Annual and Special Meeting of Shareholders and to vote at the Meeting was the close of business on Tuesday, May 5, 2015.

DATED at Toronto, Ontario this 12th day of May, 2015.

BY ORDER OF THE BOARD

“Tony Stelliga”
Tony Stelliga
Director, President & Chief Executive Officer