# TERRACE GLOBAL INC.

## NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

**TAKE NOTICE THAT** an annual and special meeting (the "**Meeting**") of the shareholders of Terrace Global Inc. (the "**Corporation**") will be held at the offices of Wildeboer Dellelce LLP, Suite 800, Wildeboer Dellelce Place, 365 Bay Street, Toronto, Ontario M5H 2V1 on September 10, 2020, at 10:30 a.m. (Toronto time) for the following purposes:

1. to receive the audited financial statements together with the report of the auditors thereon for the Corporation's financial year ended December 31, 2019;

2. to re-appoint MNP LLP, Chartered Accountants as auditors of the Corporation to hold office until the close of business of the next annual meeting of the Corporation's shareholders and to authorize the directors of the Corporation to fix the auditors' remuneration;

3. to elect the directors of the Corporation;

4. to consider and, if deemed appropriate, to approve and confirm, with or without variation, by ordinary resolution, the Corporation's current stock option plan in accordance with the rules of the TSX Venture Exchange (the "**TSXV**"); and

5. to transact such other business as may be properly brought before the Meeting or any postponement or adjournment thereof.

Information relating to the items above is set forth in the Management Information Circular. Only shareholders of record as of August 11, 2020, the record date, are entitled to notice of the Meeting and to vote at the Meeting and at any adjournment or postponement thereof.

### IMPORTANT

It is desirable that as many common shares in the capital of the Corporation ("**Common Shares**") as possible be represented at the Meeting. If you do not expect to attend the Meeting and would like your Common Shares represented, please complete the enclosed instrument of proxy and return it as soon as possible in the envelope provided for that purpose. To be valid, all instruments of proxy must be delivered to the Proxy Department of Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario, Canada, M5J 2Y1 (facsimile (866) 249-7775) not later than 48 hours, excluding Saturdays, Sundays and statutory holidays in the City of Toronto, prior to the time of the Meeting or any postponement or adjournment thereof. Late instruments of proxy may be accepted or rejected by the chair of the Meeting in his or her discretion but he or she is under no obligation to accept or reject any particular late instruments of proxy. As an alternative to completing and submitting an instrument of proxy, you may vote electronically on the internet at www.investorvote.com or by telephone by contacting Computershare Investor Services Inc. at 1-866-732-8683. Shareholders who wish to vote using the internet or by telephone should follow the instructions in the enclosed instrument of proxy.

**DATED** at Toronto, Ontario this 10th day of August, 2020.

**By Order of the Board of Directors of Terrace Global Inc.**

(signed) "*Francisco Ortiz von Bismarck*"
Francisco Ortiz von Bismarck
Chief Executive Officer and Director