

**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 held at the offices of WeirFoulds LLP., TD Bank Tower, 66 Wellington Street West, Suite 4100, Mason Room, Toronto, Ontario, M5K 1B7, at 10:00 a.m. (Toronto Time) on Tuesday, June 30, 2015 for the following purposes:

1. to receive the consolidated financial statements of the Corporation as at and for the year ended December 31, 2014 and the auditors' report thereon;
2. to elect the directors of the Corporation for the ensuing year;
3. to appoint auditors for the ensuing year and authorize the Corporation's board of directors to fix the remuneration of the auditors;
4. 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
5. to transact such other business as may be properly brought before the Meeting or any adjournment thereof.

Information relating to items 2, 3, and 4 above is set out in the accompanying Management Proxy Circular, dated as of May 26, 2015 (the "**Circular**").

A shareholder may attend the Meeting in person or may be represented by a proxyholder. Shareholders who are unable to attend the Meeting in person 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, 9<sup>th</sup> 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 May 26, 2015, 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 May 26, 2015.

BY ORDER OF THE BOARD OF DIRECTORS

"Bruce Howard"

Bruce Howard  
Chief Executive Officer