



UNIVERSAL mCLOUD CORP.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

To the shareholders of Universal mCloud Corp. (the "**Corporation**"):

NOTICE IS HEREBY GIVEN that the Annual and Special Meeting (the "**Meeting**") of the shareholders of the Corporation will be held on June 12, 2019 at 10:00 a.m. (Vancouver time) at the Marriott Pinnacle Downtown Vancouver, 1128 West Hastings Street, Vancouver, B.C. V6E 4R5, in the Dundarave Meeting Room, for the following purposes:

1. to receive the financial statements of the Corporation for the fiscal year ended December 31, 2018, together with the auditor's report thereon;
2. to elect the directors of the Corporation for the ensuing year;
3. to appoint the auditor of the Corporation for the ensuing year and authorize the directors to fix the remuneration of the auditor;
4. to consider and, if deemed appropriate, approve with or without amendment an ordinary resolution approving the equity incentive plan of the Corporation, as more fully described in the information circular in respect of the Meeting (the "**Circular**");
5. to consider and, if thought appropriate, to pass a special resolution (the "**Continuance Resolution**") approving the continuation of the Corporation's corporate existence from the *Business Corporations Act* (British Columbia) to the *Business Corporations Act* (Alberta);
6. subject to approval of the Continuance Resolution, to consider and, if thought appropriate, to pass, a resolution confirming the repeal of all existing by-laws of the Corporation and the enactment of a new By-Law No. 1, conditional on the continuance of the Corporation into the Province of Alberta; and
7. to transact such other business as may properly come before the Meeting or any adjournments thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the Circular.

Only shareholders of record of common shares of the Corporation at the close of business on May 8, 2019 (the "**Record Date**") are entitled to notice of and to attend the Meeting or any adjournments thereof and to vote thereat.

Registered shareholders unable to be present at the Meeting are requested to date and sign the enclosed form of proxy and return it to AST Trust Company (Canada) at AST Trust Company Canada, P.O. Box 721, Agincourt, Ontario, M1S 0A1 by no later than 10:00 A.M. (Toronto time) on June 7, 2019 or, if the Meeting is adjourned, not later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the adjourned or postponed meeting.

Non-registered beneficial shareholders should follow the instructions of their intermediaries in order to vote their shares.

DATED as of the 14th day of May, 2019.

"Russel H. McMeekin"

Russel H. McMeekin
Chief Executive Officer,
Universal mCloud Corp.