

BSM TECHNOLOGIES INC.

75 International Blvd., Suite 100, Toronto, ON M9W 6L9

Notice of Annual General and Special Meeting of Shareholders of BSM Technologies Inc.

To be Held on Thursday, March 12, 2015 at 4:00 p.m.

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of holders of common shares (“**Shareholders**”) of BSM Technologies Inc. (the “**Company**”) will be held at The National Club, the Blake Lounge, 303 Bay Street, Toronto, Ontario M5H 2R1 on Thursday, March 12, 2015 at 4.00 p.m. (Toronto time) for the following purposes:

1. to receive and consider the audited annual consolidated financial statements of the Company for the fiscal year ended September 30, 2014, together with the auditors’ reports thereon;
2. to elect directors of the Company for the ensuing year, as more particularly described under the heading “*Matters to be Acted Upon at the Meeting – Election of Directors*” in the Company’s management information circular dated February 10, 2015 (the “**Circular**”);
3. to re-appoint PricewaterhouseCoopers LLP as the auditor of the Company for the ensuing year and to authorize the directors to fix their remuneration, as more particularly described under the heading “*Matters to be Acted Upon at the Meeting – Appointment of Auditors*” in the Circular;
4. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution re-approving the Company’s first amended and restated stock option plan, as more particularly described under the heading “*Matters to be Acted Upon at the Meeting – Approval of the First Amended and Restated Stock Option Plan*” in the Circular; and
5. to transact such other business as may properly be brought before the Meeting or any adjournment or postponement thereof.

The board of directors of the Company recommends that Shareholders vote in FAVOUR of the resolutions approving the above actions.

The record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting is February 3, 2015. Shareholders whose names have been entered in the register of Shareholders at the close of business on that date will be entitled to receive notice of and to vote at the Meeting.

Shareholders are invited to attend the Meeting. *Registered Shareholders* who are unable to attend the Meeting in person are requested to complete, date and sign the enclosed form of proxy and send it in the enclosed envelope or otherwise to the Corporate Secretary of the Company c/o Computershare Investor Services Inc. (“**Computershare**”), 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, Attention: Proxy Department, Facsimile: 1-866-249-7775. Electronic voting is also available for this Meeting through www.investorvote.com and telephone voting is available. Votes cast electronically or by telephone are in all respects equivalent to, and will be treated in the exact same manner as, votes cast via a paper form of proxy. Further details on the electronic voting process are provided in the enclosed form of proxy. *Non-registered Shareholders* who receive these materials through their broker or other intermediary should complete and send the form of proxy in accordance with the instructions provided by their broker or intermediary. To be effective, a proxy must be received by Computershare or the Corporate Secretary of the Company not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or any adjournment thereof.

Dated the 10th day of February, 2015.

**BY ORDER OF THE BOARD OF DIRECTORS OF
BSM TECHNOLOGIES INC.**

“Aly Rahemtulla”

President and Chief Executive Officer