

## BSM TECHNOLOGIES INC.

### Notice of Annual General and Special Meeting of Shareholders

To be Held on Thursday, March 23, 2017 at 4:00 p.m. (Toronto time)

**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 23, 2017 at 4.00 p.m. (Toronto time) for the following purposes:

1. to receive and consider the financial statements of the Company for the fiscal year ended September 30, 2016, together with the auditors’ report thereon;
2. to elect the directors of the Company for the ensuing year, as more particularly described under the heading “*Business of Meeting – Election of Directors*” in the Company’s management information circular dated February 8, 2017 (the “**Circular**”);
3. to re-appoint PricewaterhouseCoopers LLP as the auditors of the Company for the ensuing year and to authorize the directors to fix their remuneration, as more particularly described under the heading “*Business of Meeting – Appointment of Auditors*” in the Circular;
4. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution approving the repeal of By-Law No. 4 to be replaced in its entirety by a new Amended By-Law No. 4, as more particularly described under the heading “*Business of Meeting – Approval of Amended By-Law No. 4*” in the Circular;
5. to transact such other business as may properly be brought before the Meeting or any adjournment or postponement thereof.

This notice is accompanied by the Circular, either a form of proxy for registered Shareholder or a voting instruction form for beneficial Shareholder (collectively, the “**Meeting Materials**”). Shareholders are able to request to receive copies of the Company’s audited consolidated annual financial statements, together with the auditor’s report thereon and the related management’s discussion and analysis (“**MD&A**”) and/or interim consolidated financial statements and related MD&A by marking the appropriate box on the form of proxy or voting instruction form, as applicable. The audited consolidated financial statements of the Company for the fiscal year ended September 30, 2016, together with the auditor’s report thereon and the related MD&A was sent to those Shareholders who previously requested to receive it. Otherwise, it is available upon request to the Company by email at [InvestorRelationsGroup@bsmtechnologies.com](mailto:InvestorRelationsGroup@bsmtechnologies.com) and can also be found under the Company’s profile on the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) at [www.sedar.com](http://www.sedar.com) or on the Company’s website at [www.bsmwireless.com/ir/reports-and-filings](http://www.bsmwireless.com/ir/reports-and-filings).

Similar to last year, this year the Company has decided to deliver the Meeting Materials to Shareholders utilizing the notice-and-access mechanism that came into effect on February 11, 2013 under National Instrument 54-101 – *Communications with Beneficial Owners of Securities of a Reporting Issuer*. This means the Company will deliver the Meeting Materials to Shareholders by posting the Meeting Materials on its website at [www.bsmwireless.com/ir/reports-and-filings](http://www.bsmwireless.com/ir/reports-and-filings). The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and it will also reduce the Company’s printing and mailing costs. The Meeting Materials will be available on the Company’s website as of February 8, 2017, and will remain on the website for one full year thereafter. In addition, the Meeting Materials will also be available under the Company’s profile on SEDAR at [www.sedar.com](http://www.sedar.com) as of February 8, 2017.

Prior to the Meeting, those Shareholders who wish to receive paper copies of the Meeting Materials may request copies from the Company by calling toll-free in North America at 1-888-822-2768 or direct, from outside of North

America at (416) 675-1201. For up to one year after the Meeting, those Shareholders who wish to receive paper copies of the Meeting Materials may request copies from the Company by calling toll-free in North America at 1-888-822-2768 or by email at [InvestorRelationsGroup@bsmtechnologies.com](mailto:InvestorRelationsGroup@bsmtechnologies.com). Meeting Materials will be sent to such Shareholders at no cost within three business days of their request, if such requests are made before the Meeting. In order to receive paper copies of the Meeting Materials in advance of the proxy deposit deadline, as set out below, your request should be received no later than March 13, 2017.

If you would like more information about the “notice-and-access” rules, please contact the Company by calling toll-free in North America at 1-888-822-2768.

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 form of proxy and send it 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](http://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 form of proxy. *Non-Registered Shareholders* who receive the Meeting Materials through their broker or other intermediary should complete and send the voting instruction form in accordance with the instructions provided by their broker or intermediary.

The Company’s board of directors (the “**Board**”) has fixed the close of business on January 31, 2017, as the record date for determining Shareholders entitled to receive notice of and to vote at the Meeting and any adjournments or postponements thereof. Only 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.

The Board has, by resolution, fixed 4:00 p.m. (Eastern Daylight Time) on March 21, 2017, or 48 hours before the time of any adjourned Meeting (excluding Saturdays, Sundays and holidays), as the time before which proxies to be used or acted upon at the Meeting or any adjournment thereof shall be deposited with the Company’s transfer agent. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.

**DATED** at Toronto, Ontario, this 8<sup>th</sup> day of February, 2017.

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

*(signed) Aly Rahemtulla*

President and Chief Executive Officer