

**CALIAN GROUP LTD.**  
**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN THAT the annual and special meeting of the shareholders of CALIAN GROUP LTD. (the “Corporation”) will be held on Thursday, February 6, 2020 at 9:45 a.m. (Toronto time) with investor day following, at the Toronto Stock Exchange at 130 King Street West, Toronto, Ontario M5X 1J2 (the “Meeting”), for the following purposes:

- a) to receive the financial statements of the Corporation for the financial year ended September 30, 2019, together with the report of the auditors of the Corporation thereon;
- b) to elect the directors of the Corporation, as more fully described in the section of the Corporation’s management information circular for the Meeting (the “Circular”) entitled “Election of Directors”;
- c) to appoint the auditors of the Corporation and to authorize the directors of the Corporation to fix the auditors’ remuneration, as more fully described in the section of the Circular entitled “Appointment of Auditors”;
- d) to consider, and if deemed advisable, pass an ordinary resolution approving the renewal of the Corporation’s 2016 Stock Option Plan, as more fully described in the section of the Circular entitled “Reapproval and Confirmation of 2016 Stock Option Plan”;
- e) to consider, and if deemed advisable, pass an ordinary resolution approving the renewal of the Corporation’s 2016 Restricted Share Unit Plan, as more fully described in the section of the Circular entitled “Reapproval and Confirmation of 2016 Restricted Share Unit Plan”;
- f) to consider, and if deemed advisable, pass an ordinary resolution approving the Corporation’s 2020 Employee Share Purchase Plan, as more fully described in the section of the Circular entitled “Approval of 2020 Employee Share Purchase Plan”;
- g) to consider, and if deemed advisable, pass an ordinary resolution approving the Corporation’s 2020 Shareholder Rights Plan, as more fully described in the section of the Circular entitled “Approval of 2020 Shareholder Rights Plan”; and
- h) to transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

The Corporation is sending proxy-related materials to registered and non-registered shareholders using Notice and Access. Notice and Access is a set of rules that reduces the volume of materials that must be physically mailed to shareholders by posting the information circular and additional materials online.

The Circular, this Notice of Meeting, a form of proxy, the annual information form, the audited annual financial statements of the Corporation for the year ended September 30, 2019 and the management’s discussion and analysis relating to such financial statements are available on SEDAR at [www.sedar.com](http://www.sedar.com) and at [www.calian.com](http://www.calian.com). Shareholders are reminded to review these online materials when voting. Shareholders may choose to receive paper copies of such materials or obtain further information about Notice and Access by contacting the Corporation, at the toll-free number 1-877-225-4264. In order for shareholders to receive paper copies of such materials in advance of any deadline for the submission of voting instructions and the date of the Meeting, it is recommended to contact the Corporation, at the number above as soon as possible but not later than January 22, 2020.

If you are a registered shareholder a form of proxy is enclosed. A copy of the proxy is also available on SEDAR at [www.sedar.com](http://www.sedar.com) and at [www.calian.com](http://www.calian.com).

If you are a non-registered shareholder a voting instruction form is enclosed.

Shareholders are requested to complete, sign and return such form of proxy or voting instruction form, as applicable.

In order for a registered shareholder to be represented by proxy at the Meeting, the shareholder must complete and submit the enclosed form of proxy or other appropriate form of proxy. Completed forms of proxy must be received by AST Trust Company (Canada) at Proxy Department, PO Box 721, Agincourt, ON M1S 0A1, not later than 9:45 a.m. (Eastern

Time) on Tuesday, February 4, 2020 or may be accepted by the Chairman of the Meeting prior to the commencement of the Meeting. The Form of Proxy also provides details on how you may submit your proxy by telephone or internet.

Non-registered shareholders should use the enclosed voting instruction form to provide voting instructions. The voting instruction form contains instructions on how to complete the form, where to return it to and the deadline for returning it. It is important to read and follow the instructions on the voting instruction form in order to have your vote count.

**DATED at** Kanata, Ontario this 11<sup>th</sup> of December, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

A handwritten signature in black ink, appearing to read 'P. Houston', written over a faint, illegible printed name.

Patrick Houston, Secretary