



TECSYS Inc.

**NOTICE OF ANNUAL and SPECIAL MEETING OF SHAREHOLDERS**

Notice is hereby given that the annual meeting of shareholders (the “Meeting”) of Tecsys Inc. (the “Company”) will be held at 11:00 a.m. on September 10, 2020. This year, to proactively deal with the unprecedented public health impact of the Coronavirus (COVID-19), to comply with the social distancing measures and to protect the health and safety of our shareholders, employees and other stakeholders, we will hold our Meeting in a hybrid format, which will be conducted via live audio webcast supported by visual aids and attending the Meeting in person will be limited. **The Company strongly encourages shareholders to participate online by visiting <https://web.lumiagm.com/266563347>**. For the registered shareholders and duly appointed proxyholders that are unable to access the online live audio webcast, the physical location of the Meeting will be at 1 Place Alexis Nihon, Suite 800, Montréal, Québec, Canada, H3Z 3B8. At the Meeting, whether you attend virtually or in person, you’ll have the opportunity to ask questions and vote on all the items to be considered. The Meeting will have the following purposes:

1. Receiving the financial statements of the Company for the financial year ended April 30, 2020 and the report of the auditors thereon;
2. Electing the directors;
3. Appointing the auditors and authorizing the directors to fix their remuneration;
4. Considering and if deemed appropriate, adopting a resolution, the text of which is provided under the section entitled “Ratification of Amendments to By-Laws” of the management proxy circular accompanying this Notice to ratify amendments to the Company’s By-Laws to permit the holding of virtual-only shareholder meetings, to increase the quorum for an annual meeting and a special general meeting from 20% to 25% of the outstanding shares of the Company carrying voting rights at the meeting and to update the notice and board of directors meetings provisions to allow the use of electronic means of communication; and
5. Transacting such other business as may properly be brought before the Meeting or any adjournment thereof.

The management proxy circular for solicitation of proxies for the Meeting is appended to this Notice. A copy of the Annual Report to shareholders and a Form of Proxy for the Meeting are also enclosed with this Notice.

DATED at Montréal, Québec, this 27th day of July, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

A handwritten signature in black ink, appearing to read "Mark J. Bentler", written over a horizontal line.

Mark J. Bentler, Secretary

**IMPORTANT: All shareholders who are unable to attend the Meeting are requested to date, sign and return the enclosed Form of Proxy in the envelope provided for that purpose or vote online in accordance with the instructions in the Form of Proxy. Proxies must be deposited or received at the offices of the Company’s transfer agent and registrar, Computershare Investor Services Inc., 1500 Robert-Bourassa Boulevard, Suite 700, Montréal, Québec, H3A 3S8, Attention: Corporate Services, no later than 11:00 a.m. on the date that is two business days preceding the date of the Meeting or may be delivered to the Chairman of the Meeting at the Meeting or any adjournment thereof (if you attend in person). The proxy shall not be used if the shareholder attends the Meeting online or in person and intends to vote his or her shares during the Meeting. Please refer to the management proxy circular for the instructions on how to vote your shares at the Meeting.**