

ENGAGEMENT LABS INC.



NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON FEBRUARY 14, 2022.

NOTICE IS HEREBY GIVEN that the Annual and Special Meeting (the "**Meeting**") of the holders (the "**Engagement Labs Shareholders**") of common shares ("**Common Shares**") of ENGAGEMENT LABS INC. ("**Engagement Labs**") will be held virtually online on February 14, 2022 at www.zoom.com or by telephone dial-in, commencing at 11:00 a.m. (Toronto time) (the online and dial-in coordinates for the meeting appear on page iv of this circular), for the following purposes:

1. to consider pursuant to an interim order of the Ontario Superior Court of Justice dated January 6, 2022 (the "**Interim Order**") and, if thought advisable, to pass, with or without amendment, a special resolution (the "**Arrangement Resolution**"), the full text of which is set forth in Appendix "**A**" to the accompanying management information circular (the "**Circular**"), to approve a plan of arrangement (the "**Arrangement**") under section 192 of the Canada Business Corporations Act whereby, among other things, Engagement Labs Shareholders will receive, for each Common Share that they hold, 0.1136 common shares (each whole share, a "**DGTL Holdings Share**") of DGTL Holdings Inc. ("**DGTL Holdings**"), all as more particularly described in this Circular.
2. to receive the audited financial statements of Engagement Labs for the financial years ended December 31, 2020 and the Auditor's Report thereon;
3. to elect the directors of the Corporation which has been fixed at four, for the ensuing year;
4. to consider and, if thought advisable, to appoint Raymond Chabot Grant Thornton LLP, Chartered Accountants as auditors of the Corporation and authorize the directors to fix their remuneration;
5. to re-approve the Corporation's rolling 10% stock option plan;
6. to re-approve the Corporation's RSA plans; and
7. to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the accompanying Circular. The Circular is a part of this Notice of Meeting. Please read the Circular carefully before you vote on the matters being transacted at the Meeting.

Specific details of the matters proposed to be put before the Meeting are set forth in the Circular which accompanies this notice of Meeting.

A copy of the arrangement agreement dated August 12, 2021 entered into between the Corporation and DGTL Holdings is available for review under the Corporation's profile on the System for Electronic Document Analysis and Retrieval at www.sedar.com ("SEDAR"). The form of plan of arrangement is attached to the Circular as Appendix B (the "Plan of Arrangement"). A copy of the interim order of the Ontario Superior Court of Justice (Commercial List) is attached to the Circular as Appendix C (the "Interim Order").

A form of proxy and a letter of transmittal (printed on YELLOW paper) accompany this notice of Meeting and Circular and should be completed prior to the Meeting following the instructions in this Circular.

Registered Shareholders

A registered Engagement Labs Shareholder may attend the virtual Meeting in person or may be represented by proxy. Registered Engagement Labs Shareholders who are unable to attend the Meeting or any adjournment or postponement thereof in person are requested to complete, date, sign and return the form of proxy accompanying this Circular for use at the Meeting or any adjournment or postponement thereof. A registered Engagement Labs Shareholder who has submitted a proxy may revoke it at any time prior to the exercise thereof. If a person who has given a proxy attends in person at the Meeting at which such proxy is to be voted, such person may revoke the proxy and vote in person.

Registered Engagement Labs Shareholders are requested to complete, date, sign and return (in the return envelope provided for that purpose) the form of proxy accompanying this Circular. You may also vote your Common Shares by proxy by appointing another person to attend the Meeting and vote on your behalf. To be valid, the enclosed form of proxy must be received by the proxy department of the transfer agent for Engagement Labs, Computershare Trust Company of Canada, by mail at 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, by facsimile Fax: 416-263-9524 (outside NA) and 1 (866) 249-7775 (within NA) or by voting online at www.investorvote.com the control number printed on the form of proxy by not later than 11:00 a.m. (Toronto time) on 10th February, 2022, or if the Meeting is adjourned or postponed by not later than 11:00 a.m. (Toronto time) on the second day, other than Saturdays, Sundays or statutory holidays in Toronto, Ontario, before any adjournment or postponement of the Meeting. Failure to properly complete or deposit a proxy may result in its invalidation. Notwithstanding the foregoing, the Chair of the Meeting has sole discretion to accept proxies received after such deadline but is under no obligation to do so.

If you are a registered Engagement Labs Shareholder, please see the section in the accompanying Circular entitled "*General Proxy Information — Voting by Registered Engagement Labs Shareholders*" for information on how to vote your Common Shares at the Meeting.

Non-Registered Shareholders

Most Engagement Labs Shareholders do not hold their Common Shares in their own name. Such Common Shares may be beneficially owned by you but registered either (a) in the name of an intermediary such as a bank, trust company, securities dealer or broker, or the trustee or administrator of a self-administered RRSP, RRIF, RESP, TFSA or similar plan, or (b) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc., in Canada, or The Depository Trust & Clearing Corporation, in the United States) or its nominee, of which the intermediary is a participant. If your Common Shares are shown in an account statement provided to you by your intermediary, in almost all cases, your Common Shares will not be registered in your name in the records of Engagement Labs. Only proxies deposited by registered Engagement Labs Shareholders can be recognized and acted upon at the Meeting. As a result, if you hold your Common Shares through an intermediary, we urge you to complete only the voting instruction form or form of proxy delivered to you by your intermediary or provide your voting instructions to your intermediary by other acceptable methods.

If you are a non-registered Engagement Labs Shareholder, please see the section in the accompanying Circular entitled "*General Proxy Information — Voting by Non-Registered Engagement Labs Shareholders*" for information on how to vote your Common Shares at the Meeting.

DATED this 7th day of January 2022.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) Bruce Lev
Vice-Chairman