



## NOTICE AND ACCESS NOTICE TO SHAREHOLDERS

### ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD BY SEPTEMBER 17, 2020

You are receiving this notice as Inscope Corporation (the “**Company**”) is using notice and access to deliver meeting materials to its shareholders in respect of its annual general and special meeting of shareholders to be held by September 17, 2020 (the “**Meeting**”). Instead of mailing paper copies of the Company’s management information circular for the year ended April 30, 2020 (the “**Circular**”), and, if requested, the annual financial statements and MD&A for the year ended April 30, 2020 (collectively the “**Meeting Materials**”), shareholders are receiving this notice containing information on how to access the Meeting Materials electronically. You will also receive a form of proxy (if you are a registered shareholder) or a voting instruction form (if you are a non-registered shareholder), as applicable, enabling you to vote at the Meeting, and a supplemental mailing list return card to elect to receive paper copies of the Company’s financial statements and management’s discussion and analysis (which for registered shareholders shall be included on the form of proxy in lieu of a separate supplement mailing list return card). 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.

#### MEETING DATE AND LOCATION

**WHEN:** September 17, 2020    **TIME:** 4:00 p.m. (Eastern Daylight Time)

**WHERE:** 67 Toll Road, Holland Landing, Ontario L9N 1H2

#### COVID-19 Response

While as of the date of this notice, the Company intends to hold the Meeting as set out above, it is continuously monitoring the current coronavirus (COVID-19) outbreak. In light of the rapidly evolving situation involving COVID-19, the Company asks that shareholders of the Company follow the current instructions and recommendations of federal, and any applicable provincial and local health authorities when considering attending the Meeting. All shareholders of the Company are strongly encouraged to vote prior to the Meeting by any of the means described in this Circular. In order to adhere to all government and public health authority recommendations, the Company notes that the Meeting will be limited to only the legal requirements for shareholder meetings and guests will not be permitted entrance unless legally required. Rather than attending in person, the Company encourages shareholders to access the Meeting by teleconference. To access the Meeting by teleconference, dial toll free at **1-800-761-5415**, Access Code: **21966889**. **This conference call will give shareholders an equal opportunity to access the Meeting regardless of their geographic location.**

The Company reserves the right to take any additional precautionary measures it deems necessary in relation to the Meeting in response to further development in respect of the COVID-19 outbreak that the Company considers necessary or advisable including changing the time, date or location of the Meeting. Changes to the Meeting time, date or location and/or means of holding the Meeting may be announced by way of press release. Please monitor the Company’s press releases as well as its website at [www.myinscape.com](http://www.myinscape.com) for updated information. The Company advises you to check its website one week prior to the Meeting date for the most current information. The Company does not intend to prepare or mail an amended management information circular in the event of changes to the Meeting format.

## **SHAREHOLDERS WILL BE ASKED TO CONSIDER AND VOTE ON THE FOLLOWING MATTERS:**

- **ELECTION OF DIRECTORS:** To elect directors of the Company for the ensuing year. See the section entitled “Particulars of Matters to be Acted Upon – Election of Directors” in the Circular.
- **APPOINTMENT OF AUDITORS:** To appoint Deloitte LLP, Chartered Professional Accountants as auditor of the Company to hold office until the next annual meeting of shareholders for the ensuing year at remuneration to be fixed by the Board. See the section entitled “Particulars of Matters to be Acted Upon – Appointment of the Auditor” in the Circular.
- **APPROVE THE COMPANY’S EMPLOYEE SHARE OPTION PLAN:** To consider and, if deemed appropriate, to approve, with or without variation, an ordinary resolution approving all unallocated share options of the Company under the Company’s share option plan, as more particularly described in the Circular. See the section entitled “Particulars of Matters to be Acted Upon – Approval of the Employee Share Option Plan” in the Circular.

**SHAREHOLDERS ARE REMINDED TO REVIEW THE MEETING MATERIALS PRIOR TO VOTING AS THE MEETING MATERIALS HAVE BEEN PREPARED TO HELP YOU MAKE AN INFORMED DECISION.**

## **WEBSITES WHERE MEETING MATERIALS ARE POSTED**

The applicable Meeting Materials can be accessed online under the Company’s profile on SEDAR at [www.sedar.com](http://www.sedar.com), on the Company’s website at <https://myinscape.com/investors>, and at the following internet address: <https://www.meetingdocuments.com/ASTCA/INQ> .

The supplemental mailing list return card to elect to receive paper copies of the Company’s financial statements and management’s discussion and analysis (which for registered shareholders shall be included on the form of proxy in lieu of a separate supplement mailing list return card), accompanies the form of proxy and voting instruction form.

## **HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS**

Shareholder will not receive a paper copy of this Circular unless they contact the Company’s transfer agent, AST Trust Company (Canada) (“**AST**”), by phone at 416-682-3801 or 1-888-433-6443 (toll-free in Canada and the US) or by email by emailing [fulfilment@astfinancial.com](mailto:fulfilment@astfinancial.com). For shareholders who wish to receive a paper copy of the Circular in advance of the voting deadline for the Meeting, requests must be received no later than September 3, 2020, in order to receive and review the applicable Meeting Materials prior to the proxy deadline of 4:00 p.m. (Eastern Daylight Time) on Tuesday, September 15, 2020. Meeting Materials will be sent to such shareholders within three business days of their request if such request is made prior to the date of the Meeting.

Shareholders may request paper copies of the applicable Meeting Materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Circular was filed on SEDAR by phone at 416-682-3801 or 1-888-433-6443 (toll-free in Canada and the US) or by email by emailing [fulfilment@astfinancial.com](mailto:fulfilment@astfinancial.com).

## HOW TO VOTE

**Registered Shareholders** are asked to return their proxies using the following methods by the deadline set for the deposit of proxies in the accompanying form of proxy:

**FACSIMILE:** Fax to AST Trust Company (Canada) at 1-866-781-3111 (Canada or US) or 1-416-368-2502 (outside North America).

**MAIL:** Complete the form of proxy or any other proper form of proxy, sign it and mail it to AST Trust Company (Canada) at:  
AST Trust Company (Canada)  
Proxy Dept., P.O. Box 721  
Agincourt, Ontario M1S 0A1

**By Email:** Scan and email to [proxyvote@astfinancial.com](mailto:proxyvote@astfinancial.com)

**Non-Registered Shareholders** should carefully follow the instructions of their broker or other financial intermediary, including those regarding when and where the completed voting instruction form is to be delivered. Note that if you are a non-registered shareholder, your broker or other financial intermediary will need your voting instructions sufficiently in advance of the proxy deposit deadline to enable your broker or other financial intermediary to act on your instructions prior to the deadline:

**INTERNET:** Go to [www.proxyvote.com](http://www.proxyvote.com) and follow the instructions.

**TELEPHONE:** You may enter your voting instructions by telephone at: **1-800-474-7493** (English) or **1-800-474-7501** (French).

**MAIL:** Complete the voting instruction form, sign it and mail it to the following address:

Data Processing Centre  
P.O. Box 3700, STN INDUSTRIAL PARK  
Markham, ON, L3R 9Z9  
Canada

## QUESTIONS ABOUT NOTICE-AND-ACCESS

Shareholders with questions about Notice-and-Access may contact the Company's transfer agent, AST, by phone at 416-682-3801 or 1-888-433-6443 (toll-free in Canada and the US) or by email by emailing [fulfilment@astfinancial.com](mailto:fulfilment@astfinancial.com).