

NOTICE OF CREDITORS' MEETING AND SANCTION MOTION
IN THE MATTER OF THE PROPOSED PLAN OF COMPROMISE OR
ARRANGEMENT OF TRIBALSCALE INC.

TO: The Affected Secured Creditors of TRIBALSCALE INC. (“**TribalScale**”)

NOTICE IS HEREBY GIVEN that a meeting of the Affected Secured Creditors will be held on December 10, 2020 at 4:00 p.m. EST via Zoom due to the COVID-19 pandemic, the details of which can be found at Schedule A to this Notice, for the following purposes:

1. to consider and, if deemed advisable, to pass, with or without variation, a resolution (the “**Resolution**”) approving the Plan of Compromise and Arrangement of TribalScale, dated November 22, 2020, pursuant to the *Companies’ Creditors Arrangement Act* (Canada) (the “**CCAA**”) (as amended, restated, modified and/or supplemented from time to time in accordance with the terms thereof, the “**Plan**”); and
2. to transact such other business as may properly come before either of the Creditors’ Meetings or any adjournment or postponement thereof.

The Creditors’ Meetings are being held pursuant to an order (the “**Meeting Order**”) of the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) made on November 25, 2020.

Capitalized terms used and not otherwise defined in this Notice have the respective meanings given to them in the Plan.

The Plan contemplates the compromise and/or release of claims held by Affected Secured Creditors. Quorum for the Creditors’ Meeting has been set by the Meeting Order as the presence, in person or by Proxy, at the meeting of the Affected Secured Creditors of (1) representative of the Converting Secured Creditor Class; present at such meeting in person or by Proxy.

In order for the Plan to be approved and binding in accordance with section 6(1) of the CCAA, each class of Affected Secured Creditors must approve the Resolution by that number of Affected Secured Creditors representing at least a majority in number of Affected Secured Claims, whose claims represent at least two-thirds in value of the Affected Secured Claims of Affected Secured Creditors who validly vote (in person or by Proxy) on the Resolution at the Creditors' Meeting or were deemed to vote on the Resolution as provided for in the Meeting Order (each a **"Required Majority"**). Each Affected Secured Creditor will be entitled to one vote at the Creditors' Meeting equal to the aggregate dollar value of its outstanding debt, which will not include fractional numbers and be rounded down to the nearest whole dollar amount. If approved by each of the Required Majorities, the Plan must also be sanctioned by the Court under the CCAA. Subject to the satisfaction of the other conditions precedent to implementation of the Plan, all Affected Secured Creditors will then receive the treatment set forth in the Plan.

Forms and Proxies for Affected Secured Creditors

An Affected Secured Creditor may attend at the Creditors' Meeting in person or may appoint another person as its proxyholder by inserting their name or the name of such person in the space provided in the form of Proxy provided to Affected Secured Creditors, or by completing another valid form of Proxy.

In order to be effective, Proxies must be received by the Monitor MNP LTD. (Attention: Sheldon Title) via email to Sheldon.Title@mnp.ca prior to the Proxy Deadline. Persons appointed as proxyholders need not be Affected Secured Creditors.

If an Affected Secured Creditor at the Creditors' Meeting (other than those who are deemed to vote in favour of the Plan as set in the Meeting Order) specifies a choice with respect to voting on the Resolution on a Proxy, the Proxy will be voted in accordance with the specification so made. **In absence of such specification, a Proxy will be voted FOR the Resolution provided that the proxyholder does not otherwise exercise its right to vote at the Creditors' Meeting.**

NOTICE IS ALSO HEREBY GIVEN that if the Plan is approved by each of the Required Majorities at the Creditors' Meeting, the Applicant intends to bring a motion before the Court on **December 15, 2020 at 11:00am EST**, or such later date as may be posted on the Monitor's website, via Zoom (the details of which can be found at Schedule A hereto). The motion will be seeking the Sanction Order sanctioning the Plan under the CCAA and for ancillary relief consequent upon such sanction. Any Affected Secured Creditor that wishes to appear or be represented, and to present evidence or arguments, at such Court hearing must file with the Court a Notice of Appearance and serve such Notice of Appearance on the Service List at least three (3) calendar days before such Court hearing. Any Affected Secured Creditor that wishes to oppose the relief sought at such Court hearing shall serve on the Service List a notice setting out the basis for such opposition and a copy of the materials to be used at such hearing at least three (3) calendar days before the date set for such hearing, or such shorter time as the Court, by Order, may allow. A copy of the Service List may be obtained from the Monitor's website at <https://mnpdebt.ca/en/corporate/corporate-engagements/tribalscale-inc> (the **"Website"**) together with copies of other materials related to this process.

This Notice is given by the Applicant as of **December 8, 2020**.

SCHEDULE “A”

Join Zoom Meeting

<https://zoom.us/j/99028805466?pwd=WEV5ZlRncGxNRGk3eXhCN0R2ODY0UT09>

Meeting ID: 990 2880 5466

Passcode: 749651

One tap mobile

+12042727920,,99028805466#,,,,,0#,,749651# Canada

+14388097799,,99028805466#,,,,,0#,,749651# Canada

Dial by your location

+1 204 272 7920 Canada

+1 438 809 7799 Canada

+1 587 328 1099 Canada

+1 647 374 4685 Canada

+1 647 558 0588 Canada

+1 778 907 2071 Canada

Meeting ID: 990 2880 5466

Passcode: 749651

Find your local number: <https://zoom.us/u/acse6kOK>