

FRECKLE LTD.

Suite 400, 409 King Street West, Toronto, Ontario M5V 1K1

Notice of Annual General and Special Meeting of Shareholders of Freckle Ltd.

To be held virtually due to COVID-19 on May 25, 2020 at 10:00 a.m. (Toronto time)

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of holders of class A common preferred shares (“**Shareholders**”) of Freckle Ltd. (the “**Company**” or “**Freckle**”) will be held virtually (further details provided below) on May 25, 2020 at 10:00 a.m. (Toronto time) for the following purposes:

1. To consider and, if deemed advisable, to pass, with or without variation, a special resolution (the “**Sale Resolution**”), the full text of which is set forth in Appendix A of the management information circular of the Company (the “**Circular**”), authorizing and approving the sale of all or substantially all of the property of the Company in accordance with Subsection 184(3) of the Business Corporations Act (Ontario) (the “**OBCA**”), all as more particularly described in the Circular (the “**Proposed Transaction**”). See “The Proposed Transaction” in the Circular.
2. To consider and, if deemed advisable, to pass, with or without variation, a special resolution authorizing and approving an amendment to the Company's articles to effect a name change of the Company to "Killi Ltd." or such other name as is authorized by the Board (as defined herein), acceptable to the TSX Venture Exchange and applicable regulatory authorities, as more particularly described in the Circular. See “Name Change” in the Circular.
3. To consider and, if deemed advisable, to pass, with or without variation, a special resolution authorizing and approving an amendment to the Company's articles to effect a consolidation of the Company's issued and outstanding class A common preferred shares (each a “**Common Share**” and collectively, the “**Common Shares**”) at a ratio to be determined by the directors of the Company between the range of 3:1 and 10:1, as more particularly described in the Circular. See “Consolidation” in the Circular.
4. To receive and consider the audited financial statements of the Company for the financial year ended December 31, 2019, together with the auditor’s report thereon. See “Report and Financial Statements” in the Circular.
5. To elect the board of directors of the Company (the “**Board**”) to hold office until the next annual meeting of the Shareholders of Common Shares or until their successors are elected or appointed. See “Election of Directors” in the Circular.
6. To appoint MNP LLP, as auditor of the Company for the ensuing year and to authorize the Board to fix the auditor’s remuneration. See “Appointment of Auditor” in the Circular.
7. To approve amendments to the Company’s existing stock option plan (the “**Option Plan**”) related to: (i) the termination and exercise of any options granted under the Option Plan (each an “**Option**” and collectively, the “**Options**”) in the event that the Option holder ceases to be a director, officer, consultant, employee of the Company or its subsidiaries or employee of a person or company which provides management services to the Company or its subsidiaries for any reason (other than death); (ii) the termination and exercise of any Options granted under the Option Plan in the event of the death of the Option holder; (iii) the board of directors’ ability to amend the expiry date of any Option and (iv) the governing law of the Option Plan, each as more particularly described in the Circular. See “Amendment of Stock Option Plan” in the Circular.
8. To consider and, if thought fit, pass an ordinary resolution of disinterested shareholders to reprice previously granted Options to certain insiders of the Company, as required by the terms of the Company’s stock option plan and the policies of the TSX Venture Exchange, as more particularly described in the Circular. See “Reprice of Certain Stock Options Existing Under the Amended Option Plan” in the Circular.

9. To transact such other business as may properly be brought before the Meeting or any adjournment or postponement thereof.

The specific details of the foregoing matters to be put before the Meeting are set forth in the Circular, a copy of which is available at <https://killi.io/about-us/> and on the Company's SEDAR profile at www.sedar.com. **The board of directors of the Company (the "Board") recommends that Shareholders vote in FAVOUR of the resolutions approving the above actions.**

The Board has fixed the close of business on April 14, 2020 as the record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting and any adjournments or postponements thereof. Only Shareholders whose names have been entered in the register of Shareholders at the close of business on that date will be entitled to receive notice of and to vote at the Meeting.

After taking into account recent Provincial and Federal guidance regarding public gatherings and social distancing due to the COVID-19 pandemic, the Company has elected to hold the Meeting virtually, allowing Shareholders to attend and participate at the Meeting by dialing into or clicking the link below to a live webcast. This serves to proactively protect the health and wellbeing of the Company's shareholders, management, directors and service partners, while permitting and encouraging shareholder participation at the Meeting. In order to streamline the Meeting process, the Company encourages Shareholders to vote in advance of the Meeting using the voting instruction form or the form of proxy mailed to them with the Meeting materials and submitting them by no later than **10:00 (Toronto Time) on Thursday, May 21, 2020**, the cut-off time for deposit of proxies prior to the Meeting. Shareholders wishing to attend the Meeting are encouraged to do so by logging into the webcast or calling the number below, and instructions will be provided as to how Shareholders entitled to vote at the Meeting may participate and vote.

Details of the Meeting

Date: May 25, 2020

Time: 10:00am (Toronto Time)

Telephone Access:

Canada:

+1-855-703-8985 Canada Toll-free

+1-647-374-4685 Canada Local

US:

+1-888-475-4499 US Toll-free

+1-877-853-5257 US Toll-free

Meeting ID: 742-7031-2307

To Register in Advance:

<https://us04web.zoom.us/meeting/register/upAvcOmrrzkgpGtMzQudKvPDYIA8F6V4AprMz>

To Access the Virtual Meeting:

The URL for the Virtual Meeting will be provided to Shareholders who register using the link provided above.

Registered Shareholders who are unable to attend the Meeting in person are requested to complete, date and sign the enclosed form of proxy and send it in the enclosed envelope or otherwise to the Company's transfer agent, Computershare Investor Services Inc. ("**Computershare**"), in accordance with the instructions set forth in the Circular and in the enclosed form of proxy. Electronic voting is also available for this Meeting through www.investorvote.com and telephone voting is available. Votes cast electronically or by telephone are in all respects equivalent to, and will be treated in the exact same manner as, votes cast via a paper form of proxy. Further details on the electronic voting process are provided in the form of proxy. Non-registered Shareholders who receive these materials through their broker or other intermediary should complete and send the voting instruction form in accordance with the instructions provided by their broker or intermediary. To be effective, a proxy must be received by Computershare not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or any adjournment thereof. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.

Pursuant to section 185 of the OBCA, registered Shareholders are entitled to exercise rights of dissent in respect of the Proposed Transaction and, if the Proposed Transaction becomes effective, to be paid the fair value for such holder's Common Shares. Shareholders wishing to dissent with respect to the Proposed Transaction must send a written objection to the registered office of the Company, addressed to Freckle Ltd., Suite 400, 409 King Street West, Toronto, Ontario M5V 1K1, Attention: Chief Executive Officer, at or prior to the time of the Meeting in order to be effective. **Persons who are beneficial owners of Common Shares registered in the name of a broker, custodian, nominee or other intermediary who wish to dissent should be aware that only registered Shareholders are entitled to dissent.** Accordingly, a beneficial owner of Common Shares desiring to dissent should make arrangements for the registered holder of his, her or its Common Shares to dissent on his, her or its behalf. Alternatively, a beneficial owner of Common Shares desiring to dissent directly should make arrangements for the Common Shares beneficially owned by such person to be re-registered in his, her or its name prior to the time the written objection to the Proposed Transaction is required to be received by the Company. See "**Summary of Dissent Rights**" in the Circular for a description of a Shareholder's right to dissent to the Proposed Transaction. **Failure to strictly comply with the requirements set forth in section 185 of the OBCA may result in the loss of any right of dissent.**

Dated the 23rd day of April, 2020.

**BY ORDER OF THE BOARD OF DIRECTORS OF
FRECKLE LTD.**

"Neil Sweeney"

Chief Executive Officer, Director and Chairman