



WI2WI CORPORATION

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the special meeting of shareholders (the **Meeting**) of Wi2Wi Corporation (the **Corporation**) will be held at the offices of Miller Thomson LLP, Scotia Plaza, 40 King Street West, Toronto, Ontario M5H 3S1 on the 25th day of September, 2015 at 2:00 p.m. (Toronto time) for the following purposes:

1. to consider, and if deemed advisable, to approve a resolution authorizing the creation of LaSalle Capital Group II-A L.P. as a Control Person and approving the shares for debt transaction creating the Control Person.

Particulars of the foregoing matters are set forth in the accompanying Circular of the Corporation dated August 28, 2015 (the **Circular**).

Accompanying this notice (the **Notice of Meeting**) is the Circular and a form of proxy. The Circular provides further information relating to the matters to be addressed at the Meeting and is incorporated into this Notice of Meeting. This Notice of Meeting and the accompanying Circular have been sent to each director of the Corporation, each shareholder off the Corporation entitled to notice of the Meeting and the auditors of the Corporation.

Registered shareholders are entitled to vote at the Meeting either in person or by proxy. Those who are unable to attend the Meeting are requested to read, complete, sign and mail the enclosed form of proxy in accordance with the instructions set out in the Circular and in the proxy accompanying this notice.

Please advise the Corporation's registrar and transfer agent, Valiant Trust Company, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1 of any change in your mailing address.

DATED as of the 28 day of August, 2015.

By Order of the Board of Directors

"Daniel Phelan"

Daniel Phelan,
Chairman and Director

WI2WI CORPORATION
MANAGEMENT INFORMATION CIRCULAR
AS AT AUGUST 28, 2015

SOLICITATION OF PROXIES

This management information circular (the Circular) is furnished in connection with the solicitation of proxies by the management of Wi2Wi Corporation (Wi2Wi or the Corporation) from the holders of common shares (the Shareholders) for use at the special meeting of Shareholders of the Corporation (the Meeting) (and any adjournment thereof) to be held on September 25, 2015, at the time and place and for the purposes set forth in the accompanying Notice of Meeting. It is expected that the solicitation will be primarily by mail. Proxies may also be solicited personally by directors, officers or employees of Wi2Wi. Costs of the solicitation of proxies for the Meeting will be borne by Wi2Wi. In addition to the use of mail, proxies may be solicited by personal interviews, personal delivery, telephone or any form of electronic communication or by directors, officers and employees of Wi2Wi who will not be directly compensated therefore.

APPOINTMENT AND REVOCATION OF PROXIES

The individuals named in the accompanying form of proxy are directors and officers of the Corporation. **A Shareholder wishing to appoint some other person (who need not be a Shareholder) to represent him, her or it at the Meeting has the right to do so by inserting the desired person's name in the blank space provided in the form of proxy or by completing another form of proxy.** A Shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof, must, in all cases, deposit the completed proxy with the Corporation's registrar and transfer agent, Valiant Trust Company at the following address: 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1 or by fax at 416-360-1646 not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting or any adjournment thereof, or deliver it to the Chairman of the Meeting prior to the commencement of the Meeting.

A Shareholder who has given a proxy may revoke it by an instrument in writing executed by the Shareholder or by his, her or its attorney authorized in writing or, where the Shareholder is a corporation, by a duly authorized officer or attorney of the corporation, and delivered to the Corporation's registrar and transfer agent, Valiant Trust Company at the following address: 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1 or by fax at 416-360-1646 at any time up to and including the last business day preceding the day of the Meeting, or if adjourned, any reconvening thereof, or to the Chairman of the Meeting on the day of the Meeting or, if adjourned, any reconvening thereof or in any other manner provided by law. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

EXERCISE OF DISCRETION BY PROXIES

Shares represented by properly executed proxies in favour of the persons designated in the enclosed form of proxy, in the absence of any direction to the contrary, will be voted in favour of the resolution authorizing the creation of LaSalle Capital Group II-A L.P. as a Control Person and approving the shares for debt transaction creating the Control Person.

The shares represented by proxies in favour of management nominees will be voted or withheld from voting in accordance with the instructions of the Shareholder on any ballot that may be called for and, if a Shareholder specifies a choice with respect to any matter to be acted upon at the Meeting, the shares represented by the proxy shall be voted accordingly. **Where no choice is specified, the proxy will confer discretionary authority and will be voted for the resolution authorizing the creation of LaSalle Capital Group II-A L.P. as a Control Person and approving the shares for debt transaction creating the Control Person, as set out in further detail below.** The enclosed form of proxy also confers discretionary authority upon the persons named therein to vote with respect to any amendments or variations to the matters identified in the Notice of Meeting accompanying this Circular and with respect to other matters which may properly come before the Meeting in such manner as such

nominee in his, her or its judgment may determine. At the time of printing this Circular, the management of the Corporation knows of no such amendments, variations or other matters to come before the Meeting.

NON-REGISTERED SHAREHOLDERS

Only registered holders of common shares of the Corporation (each, a **Common Share**) or the persons they appoint as their proxies are permitted to vote at the Meeting. However, in many cases, Common Shares beneficially owned by a person (a **Non-Registered Holder**) are registered either: (i) in the name of an intermediary (an **Intermediary**) with whom the Non-Registered Holder deals in respect of the Common Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIAs, RESPs and similar plans); or (ii) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc.) of which the Intermediary is a participant. In accordance with the requirements of National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer (NI 54-101)*, the Corporation will have distributed copies of this Information Circular and the accompanying Notice of Meeting and form of proxy (collectively, the **Meeting Materials**) to the clearing agencies and Intermediaries for onward distribution to certain Non-Registered Holders.

Intermediaries are required to forward the Meeting Materials, to such Non-Registered Holders and the Non-Registered Holders will be given, in substitution for the proxy otherwise provided with the Meeting Materials, a request for voting instructions (the **voting instructions form**) which, when properly completed and signed by the Non-Registered Holder and returned to the Intermediary, will constitute voting instructions which the Intermediary must follow. The purpose of this procedure is to permit Non-Registered Holders to direct the voting of the Common Shares they beneficially own.

Should a Non-Registered Holder who receives the voting instructions form or other proxy wish to vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder should so indicate in the place provided for that purpose on such document. Where applicable, a form of legal proxy will be sent to the Non-Registered Holder. In any event, Non-Registered Holders should carefully follow the instructions set out in the voting instructions form or other proxy.

The Meeting Materials are being sent to both registered owners of Common Shares and Non-Registered Holders. If you are a Non-Registered Holder, and the Corporation or its agent has sent these materials directly to you, your name and address and information about your holdings of Common Shares have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding Common Shares on your behalf.

The Corporation may pay the reasonable costs incurred by Intermediaries in sending or delivering copies of the Meeting Materials, as well as Form 54-101F7, to Non-Registered Holders (including "objecting beneficial owners"). The Corporation will provide, without cost to such persons, upon request to the Secretary of the Corporation, additional copies of the foregoing documents required for this purpose.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

As at August 27, 2015, 96,614,023 Common Shares were issued and outstanding.

Only Shareholders of record at the close of business on July 27, 2015 (the **Record Date**), who either personally attend the Meeting or who have completed and delivered a form of proxy in the manner and subject to the provisions described above, shall be entitled to vote or to have their Common Shares voted at the Meeting.

Each Shareholder is entitled to one vote for each Common Share registered in his, her or its name on the list of Shareholders, which is available for inspection during normal business hours at Valiant Trust Company at the address listed above and will also be available at the Meeting. All matters to be voted upon at the Meeting must be approved by a resolution passed by the Shareholders.

To the knowledge of the directors and executive officers of the Corporation, there are no persons or companies who beneficially own, or control or direct, directly or indirectly, Common Shares carrying 10% or more of the voting rights attached to all outstanding Common Shares.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

None of the directors or senior officers of the Corporation, no management nominee for election as a director of the Corporation, none of the persons who have been directors or senior officers of the Corporation since the commencement of the Corporation's last completed financial year and no associate or affiliate of any of the foregoing has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

BUSINESS TO BE CONSIDERED AT THE MEETING

1. Creation of a Control Person

On June 19, 2015 the Corporation agreed to a shares for debt transaction with LaSalle Capital Group II-A L.P. (**LaSalle**) to pay an aggregate amount of US\$3,192,469 (the **Debt**) consisting of: (a) the principal amount of the Secured Subordinated Convertible Debenture of US\$2.5 million (the **Debenture**); (b) the unpaid but accrued interest related to the Debenture in the amount of US\$168,698; and (c) interim funding provided by LaSalle to the Corporation in the amount of US\$523,771.

Based on the Bank of Canada noon exchange rate on June 18, 2015 the Canadian dollar equivalent of the Debt was \$3,897,685.40 (CAD exchange rate of 1.2209). Therefore approximately 30,570,082 Common Shares will be issued to LaSalle as consideration for the Debt, which represents approximately 24.04% of the issued and outstanding Common Shares. The Common Shares will be issued at a deemed price of \$0.1275 per Common Share representing the "Discounted Market Price" as defined under the TSX Venture Exchange (**TSXV**) policies, based on the closing price of the Common Shares on the TSXV on June 18, 2015.

The transaction is subject to approval of Shareholders of the Corporation and the TSXV and it is expected that LaSalle will be a "Control Person" as defined under the TSXV policies following completion of the transaction. On August 20, 2015 the TSXV granted conditional approval for the transaction subject to the Corporation fulfilling usual TSXV requirements to complete the transaction.

Under the policies of the TSXV, a person holding in excess of 20% of the issued shares of a company is deemed to be a "Control Person" and under those policies any transaction that could result in the creation of a new Control Person requires Shareholder approval.

Therefore, Shareholders will be asked to approve a resolution in the form set out below (the **Control Person Resolution**), approving the Creation of LaSalle as a Control Person and approving the related shares for debt transaction.

Only disinterested Shareholders will be allowed to vote with respect to this resolution, therefore the aggregate of 4,461,353 common shares of the Corporation held by LaSalle will not be counted in connection with this resolution.

The board and management recommend the adoption of the Control Person Resolution. To be adopted, the Control Person Resolution must be approved by a majority of the votes, excluding the votes of LaSalle, cast by the Shareholders either present in person, or represented by proxy, at the Meeting. Unless otherwise specified, the persons named in the accompanying form of proxy intend to vote for the Control Person Resolution.

The Control Person Resolution

BE IT RESOLVED as an ordinary resolution that:

1. the creation of LaSalle Capital Group II-A L.P. as new Control Person, be and is hereby approved;
2. the shares for debt transaction resulting in the creation of the new Control Person be and is hereby ratified; and
3. any director or officer of the Corporation is hereby authorized and directed, acting for, in the name of and on behalf of the Corporation, to execute or cause to be executed, under the seal of the Corporation or otherwise, and to deliver or cause to be delivered, all such other deeds, documents, instruments and assurances and to do or cause to be done all such other acts, as in the opinion of such director or officer of the Corporation may be necessary or desirable to carry out the terms of the foregoing resolutions.

About LaSalle

LaSalle is a leading private equity firm with extensive experience in the lower middle market. LaSalle currently manage two funds totaling over \$330 million in capital. LaSalle's team has deep experience in partnering with management teams to grow and develop middle market businesses. LaSalle adds value to companies by providing strategic operating focus and promoting growth organically and through acquisitions.

INDEBTEDNESS OF DIRECTORS AND OFFICERS

As at the date hereof, no individual who is an executive officer, director, employee or former executive officer, director or employee of the Corporation or its subsidiaries is indebted to the Corporation or its subsidiaries pursuant to the purchase of securities or otherwise.

No individual who is, or at any time during the financial year ended December 31, 2014, was a director or executive officer of the Corporation, or an associate of any such director or executive officer, was indebted to Corporation or its subsidiaries during the financial year ended December 31, 2014 or as at the date hereof in connection with a security purchase program or other program.

ADDITIONAL INFORMATION

This Circular and other disclosure documents and additional information relating to the Corporation is available on SEDAR at www.sedar.com as well as on the Corporation's website at www.Wi2wi.com. Financial information is provided in the comparative financial statements and the Management's Discussion and Analysis of Financial Condition and Results of Operations for the year ended December 31, 2014 and condensed consolidated interim financial statements for the three months ended March 31, 2015, which are available to security holders on request by contacting the Chief Financial Officer of the Corporation at 2107 North First Street, Suite 540, San Jose, CA 95131.

OTHER BUSINESS

The Corporation knows of no other business to come before the meeting other than the matters referred to in the accompanying Notice of Special Meeting of Shareholders.

DIRECTORS' APPROVAL

The Board of Directors of the Corporation has approved the contents and the sending of this Circular.

DATED at Toronto, Ontario as of August 28, 2015.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) *"Daniel Phelan"*
Chairman and Director

