

NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS

ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON JANUARY 10, 2018

You are receiving this notification as **DARELLE ONLINE SOLUTIONS INC.** (the “Company”) is using notice and access for the delivery of meeting materials to its shareholders in respect of its **Annual General Meeting of Shareholders** to be held on **Wednesday January 10, 2018** (the “Meeting”). Under notice and access, instead of receiving paper copies of the Company’s Notice of Annual General Meeting of Shareholders and management information circular for the year ended August 31, 2017 (the “**Information Circular**”) (the “**Meeting Materials**”), shareholders are receiving this notice with information on how they may access such Meeting Materials electronically. However, together with this notification, shareholders will continue to receive a **proxy or voting instruction form**, as applicable, enabling them to vote at the Meeting. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and the Company’s carbon footprint and will also reduce the cost of printing and mailing of the Meeting Materials to shareholders.

MEETING DATE AND LOCATION

WHEN: WEDNESDAY, JANUARY 10, 2018
4:00 P.M.
(Pacific Daylight Savings Time)

WHERE: OFFICES OF MNP LLP
SUITE 2200 1021 WEST
HASTINGS STREET,
VANCOUVER, BC V6E 0C3

SHAREHOLDERS WILL BE ASKED TO CONSIDER AND/OR VOTE ON THE FOLLOWING MATTERS:

FINANCIAL STATEMENTS: To receive and consider the audited consolidated financial statements of the Company for the financial year ended August 31, 2017, together with the report of the auditors thereon. **NOTE:** There are no financial statements included in the mailing. The audited consolidated financial statements and related MD&A will be mailed to those shareholders who have previously requested to receive them.

FIX THE NUMBER OF DIRECTORS: To **fix** the number of Directors of the Company at SIX. See the section entitled “*PARTICULARS OF MATTERS TO BE ACTED UPON – Number of Directors*” in the Information Circular.

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 Information Circular.

APPOINTMENT OF AUDITORS: To **appoint** MNP LLP, as auditors of the Company for the ensuing year and to authorize the Directors to fix their remuneration. See the section entitled “*PARTICULARS OF MATTERS TO BE ACTED UPON – Appointment of Auditor*” in the Information Circular.

APPROVAL OF STOCK OPTION PLAN: To approve the Stock Option Plan of the Company & approve such modifications as may be required by the TSX Venture Exchange. See the section entitled “*PARTICULARS OF MATTERS TO BE ACTED UPON – Re-approval Of Stock Option Plan*” in the Information Circular.

OTHER MATTERS: To transact such other business as may properly come before the Meeting or any adjournment thereof. See the section entitled “*OTHER MATTERS*” in the Information Circular.

SHAREHOLDERS ARE REMINDED TO VIEW THE MEETING MATERIALS PRIOR TO VOTING.

WEBSITES WHERE MEETING MATERIALS ARE POSTED

The Meeting Materials can be viewed online under the Company’s profile at www.sedar.com (Canada), or at the Company’s website at internet address <http://www.darelle.com/Investors>.

HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS

Shareholders may request paper copies of the Meeting Materials be sent to them by postal delivery at no cost to them. Requests for paper copies of the Meeting Materials should be received at least five business days in advance of the proxy deposit date and time set out in the accompanying proxy or voting instruction form in order to receive the Meeting Materials in advance of the proxy deposit date and Meeting date. Shareholders who wish to receive paper copies of the Meeting

Materials may request copies from Dean Bethune at the Company by calling 604-628-2008 ext. 102, or by e-mail at info@darelle.com. Meeting Materials will be sent to such shareholders within three business days of their request if such requests are made before the Meeting date. Requests may also be made up to one year from the date the Information Circular was filed on SEDAR.

Stratification used: NO

VOTING

Registered Holders are asked to return their **proxy** using the following methods by the proxy deposit date noted on your proxy:

INTERNET: Go to www.investorvote.com and follow the instructions. You will need the **15-digit control number** located on the bottom left-hand side of the proxy.

TELEPHONE: Call 1-866-732-VOTE (8683) Toll Free within North America from a touch tone telephone, or, if you are an international shareholder, please call 1-312-588-4290.

FACSIMILE: Fax to Computershare Investor Services Inc. at 1-866-249-7775.

MAIL: Complete the form of proxy or any other proper form of proxy, sign it and mail it to the PROXY DEPARTMENT at:

Computershare Investor Services Inc.
8TH Floor, 100 University Avenue
Toronto, Ontario M5J 2Y1

Beneficial Holders *should carefully follow the instructions of their nominee, including those regarding when and where the completed voting instruction form is to be delivered.* Kindly note that if you are a beneficial shareholder, your nominee will need your voting instructions sufficiently in advance of the proxy deposit deadline to enable your nominee to act on your instructions prior to the deadline:

Generally, **Beneficial Holders** are asked to return their **proxy instruction forms** using the following methods at least one business day in advance of the proxy deposit date noted on your voting instruction form:

INTERNET: See the voting instruction form for details.

TELEPHONE: Call 1-866-734-VOTE (8683) Toll Free within North America from a touch tone telephone, or, if you are an international shareholder, please call 1-312-588-4291.

MAIL OR FACSIMILE: Complete the voting instruction form, sign it, and return it to the address provided on the form, or fax it to the number provided on the form.

Shareholders with questions about notice and access can contact Dean Bethune of the Company by calling **604-628-2008**, or by e-mail at info@darelle.com.