



Suite 2400, 1055 West Georgia Street
Vancouver, British Columbia V6E 3P3

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON DECEMBER 1, 2020**

NOTICE IS HEREBY GIVEN that a special meeting (the “**Meeting**”) of the holders of common voting shares and variable voting shares (“**Shares**”) of Global Crossing Airlines Inc. (the “**Company**” or “**GlobalX**”) will be held at Suite 2400, 1055 West Georgia Street, Vancouver, British Columbia, V6E 3P3, on Tuesday, December 1, 2020, at 10:00 a.m. (Vancouver time) for the following purposes:

1. To consider, and if deemed advisable, to pass, with or without variation, a special resolution (the “**Continuance Resolution**”) authorizing:
 - a. the Company to apply to the Registrar of Companies under the *Business Corporations Act* (British Columbia”) for authorization to continue the Company out of the laws of British Columbia (the “**Continuance**”) and the domestication of the Company under the laws of the State of Delaware pursuant to Section 388 of the Delaware General Corporation Law (the “**Domestication**”); and
 - b. in connection with the Domestication, the adoption of the Delaware Certificate of Incorporation and by-laws of the Company,

all as more specifically set out in the accompanying management information circular dated October 15, 2020 (the “**Information Circular**”) relating to the Meeting and accompanying this notice of Meeting;

2. to consider and, if thought fit, to pass, with or without variation, an ordinary resolution approving the Company’s Amended Stock Option Plan, as more particularly described in the Information Circular;
3. to consider and, if thought fit, to pass, with or without variation, an ordinary resolution approving the Company’s Amended Restricted Share Unit Plan, as more particularly described in the Information Circular;
4. to consider and, if thought fit, to pass, with or without variation, an ordinary resolution approving the Company’s Amended Performance Share Unit Plan, as more particularly described in the Information Circular; and
5. To transact such other business as may properly come before the Meeting or any adjournments thereof.

This notice is accompanied by the Information Circular and either a form of proxy for registered shareholders or a voting instruction form for beneficial shareholders. Shareholders are requested to read the Information Circular and, if unable to attend the Meeting in person, complete, date, sign and return the

proxy or voting instruction form, as applicable, so that as large a representation as possible may be had at the Meeting.

The Board of Directors of the Company has fixed the close of business on October 15, 2020 as the record date, being the date for the determination of the registered holders of Shares entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof. The Board of Directors has also fixed 10:00 a.m. (Vancouver time) on November 27, 2020, or no later than 48 hours before the time of any adjourned Meeting (excluding Saturdays, Sundays and holidays), as the time before which proxies to be used or acted upon at the Meeting or any adjournment thereof shall be deposited with the Company's registrar and transfer agent, Computershare Investor Services Inc.

DISSENT RIGHTS

Pursuant to the *Business Corporations Act* (British Columbia) (the "BCBCA"), you may until the close of business on November 27, 2020, or at least two days before any date to which the Meeting may be postponed or adjourned, give the Company a notice of dissent by sending it to the Company at Suite 2400, 1055 West Georgia Street, Vancouver, British Columbia, V6E 3P3, Attention: Corporate Secretary, with respect to the Continuance Resolutions set forth in Schedule A and Schedule B to the Information Circular. As a result of giving a notice of dissent you may, on receiving from the Company a notice under section 243 of the BCBCA that the Company intends to act or has acted on the authority of the Continuance Resolution, require the Company to purchase all of your Shares in respect of which the notice of dissent was given. This dissent right, and the procedures for its exercise, are as described in the Information Circular under "*Particulars of Other Matters to be Acted Upon – Continuation into Delaware – Dissent Rights of Shareholders*" and in Schedule E of the Information Circular. **Only registered shareholders are entitled to exercise rights of dissent. Failure to comply strictly with the dissent procedures described in the Information Circular and Schedule E will result in the loss or unavailability of any right of dissent.**

Non-registered shareholders whose Shares are 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 IN RESPECT OF THE CONTINUANCE RESOLUTION. Non-registered beneficial shareholders should contact their broker, investment dealer, bank or other nominee in order to exercise dissent rights.

If you intend to give a notice of dissent with respect to any Shares registered in your name you should not vote those Shares in favour of the Continuance Resolution.

NOTICE-AND-ACCESS

Notice is also hereby given that the Company has decided to use the notice-and-access method of delivery of its proxy-related materials. The notice-and-access method allows for the Company to deliver Meeting materials via the internet in accordance with the applicable rules set forth in National Instrument 54-101 *Communications with Beneficial Owners of Securities of a Reporting Issuer*. Under the notice-and-access system, beneficial shareholders who have requested to receive proxy-related materials and who do not have existing instructions on their account to receive paper materials will receive a notification containing information on how to obtain electronic and paper copies of the Information Circular in advance of the Meeting. All other beneficial shareholders who have requested to receive Meeting materials and registered shareholders who have not consented to electronic delivery will receive a paper copy of the Information Circular. Registered shareholders who have consented to electronic delivery will receive the Information Circular electronically.

The use of this alternative method of delivery is more environmentally friendly as it will help reduce paper use and will also reduce the cost of printing and mailing the Information Circular to Shareholders.

Accessing Meeting Materials Online

Shareholders may access these proxy-related materials under the Company's profile on SEDAR at www.sedar.com or at www.envisionreports.com/globalcrossing2020 or on the Company's website at <https://www.globalairlinesgroup.com/>.

Requesting Printed Meeting Materials

Registered holders may request a paper copy of the Information Circular be sent to them by postal delivery at no cost to them. In order to receive a paper copy of the Information Circular, please call toll free within North America 1-866-962-0498 or outside North America, call 1-514-982-8716. Any beneficial owner who wishes to receive a paper copy of the Information Circular should contact Broadridge Investor Communications Solutions, Canada at 1-877-907-7643. **Requests for paper copies of the Information Circular should be received by November 20, 2020 in order to receive a copy in advance of the Meeting.** To obtain a paper copy of the Information Circular after the date of the Meeting, please contact 1-866-964-0492.

To obtain additional information about the Notice-and-Access provisions, a shareholder may contact the Company's transfer agent toll free at 1-866-964-0492.

NOTE OF CAUTION CONCERNING COVID-19 OUTBREAK

At the date of this Notice and the accompanying Information Circular it is the intention of the Company to hold the Meeting at the location stated above in this Notice. We are continuously monitoring development of current coronavirus (COVID-19) outbreak ("COVID-19"). In light of the rapidly evolving public health guidelines related to COVID-19, we ask shareholders to consider voting their shares by proxy and **not** attend the meeting in person. **As capacity at the Meeting will be limited, shareholders who wish to attend the Meeting in person must register in advance by emailing spaine@kingandbay.com.** Those shareholders who do wish to attend the Meeting in person, should carefully consider and follow the instructions of the federal Public Health Agency of Canada: (<https://www.canada.ca/en/public-health/services/diseases/coronavirus-disease-covid-19.html>). We ask that shareholders also review and follow the instructions of any regional health authorities of the Province of British Columbia, including the Vancouver Coastal Health Authority, the Fraser Health Authority and any other health authority holding jurisdiction over the areas you must travel through to attend the Meeting. Please do not attend the Meeting in person if you are experiencing any cold or flu-like symptoms, or if you or someone you have been in close contact with has tested positive for COVID-19 within 14 days immediately prior to the Meeting, or if you or someone with whom you have been in close contact has travelled to/from outside of Canada within the 14 days immediately prior to the Meeting. All shareholders are strongly encouraged to vote by submitting their completed form of proxy (or voting instruction form (VIF)) prior to the Meeting by one of the means described on pages 19 to 21 of the Information Circular accompanying this Notice.

The Company reserves the right to take any additional pre-cautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to further developments in the COVID-19 outbreak, including: (i) holding the Meeting virtually or by providing a webcast of the Meeting; (ii) hosting the Meeting solely by means of remote communication; (iii) changing the Meeting date and/or changing the means of holding the Meeting; (iv) denying access to persons who exhibit cold or flu-like symptoms, or who have, or have been in close contact with someone who has, travelled to/from outside of Canada within the 14 days immediately prior to the Meeting; and (v) such other measures as may be recommended by public health authorities in connection with gatherings of persons such as the Meeting. Should any such changes to the Meeting format occur, the Company will announce any and all of these changes by way of news release, which will be filed under the Company's profile on SEDAR. We strongly recommend you check the Company's website prior to the Meeting for the most current information.

In the event of any changes to the Meeting format due to the COVID-19 outbreak, the Company will **not** prepare or mail amended Meeting Proxy Materials.

While registered shareholders are entitled to attend the Meeting in person we strongly recommend that all Shareholders vote by proxy and do not attend the Meeting. Accordingly, we ask that registered shareholders complete, date and sign the enclosed form of Proxy, and deliver it in accordance with the instructions set out in the form of Proxy and in the Information Circular.

If you hold your Shares in a brokerage account, you are a non-registered shareholder (“Beneficial Shareholder”). Beneficial Shareholders who hold their Shares through a bank, broker or other financial intermediary should carefully follow the instructions found on the form of Proxy or VIF provided to them by their intermediary, in order to cast their vote, or in order to notify GlobalX if they plan to attend the Meeting.

DATED at Vancouver, British Columbia, as of the 15th day of October, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

“Ed Wegel”

**Ed Wegel
Chair & Chief Executive Officer**