NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To the shareholders of Thinkific Labs Inc.:

NOTICE IS HEREBY GIVEN that the annual general meeting of shareholders (the "Meeting") of Thinkific Labs Inc. ("Thinkific", the "Company") will be held virtually on Thursday, June 22, 2023 at 10:30 a.m. (PT), for the purposes of:

1. receiving the consolidated financial statements of the Company for the fiscal year ended December 31, 2022, together with the auditor's report thereon;
2. setting the number of directors for the ensuing year at nine (9);
3. electing six (6) directors for the ensuing year;
4. appointing auditors for the ensuing year and authorizing the directors to approve the remuneration to be paid to the auditors; and
5. transacting such other business as may properly come before the Meeting.

Thinkific is conducting a virtual only Meeting. Registered Shareholders and duly appointed proxyholders can attend the Meeting online at https://meetnow.global/MNVAJ6J to participate, vote, or submit questions during the Meeting's live webcast.

The Company's board of directors (the "Board") has fixed the close of business on May 11, 2023 as the record date (the "Record Date") for determining shareholders entitled to receive notice of, and to vote at, the Meeting, or any postponement or adjournment thereof. No person who becomes a shareholder of record after that time will be entitled to vote at the Meeting or any postponement or adjournment thereof.

A shareholder may attend the Meeting and vote during the virtual Meeting or may be represented and vote by proxy. If you are unable to attend the Meeting virtually, please complete, date, sign and return the accompanying form of proxy enclosed herewith for use at the Meeting or any adjournment thereof. To be effective, the attached proxy must be received not later than June 20, 2023 at 10:30 a.m. (PT). Your shares will be voted in accordance with your instructions as indicated on the proxy.

If you have any questions about or require assistance in completing your form of proxy, or about the information contained in this management information circular, please contact the Company's Investor Relations department by email at IR@Thinkific.com.

DATED at Vancouver, British Columbia this May 12, 2023.

By order of the Board,

Greg Smith
Co-Founder and Chief Executive Officer