

NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING

Notice is hereby given that the Annual and Special General Meeting (the "Meeting") of the shareholders of Versatile Systems Inc. (the "Company") will be held on Tuesday, December 15, 2009 in the Board Room at Fasken Martineau DuMoulin LLP located at 2900 – 550 Burrard Street, Vancouver, British Columbia, Canada at the hour of 10:00 A.M. (local time in Vancouver, B.C.) for the following purposes:

1. To receive the audited financial statements of the Company for its fiscal year ended June 30, 2009;
2. To set the number of directors for the ensuing year at six;
3. To elect six directors for the ensuing year;
4. To appoint Deloitte & Touche LLP as the Company's auditor for the ensuing fiscal year; and
5. To approve an Amended and Restated Stock Option Plan.

Accompanying this Notice is an Information Circular, a form of Proxy or Voting Instruction Form ("VIF"), a financial statement request form and the audited financial statements and the auditor's report thereon and Management's Discussion and Analysis ("MD&A") for the year ended June 30, 2009.

If you are unable to attend the Meeting in person, you should read the notes to the enclosed Proxy or VIF and complete and return the Proxy or VIF to the Company's Registrar and Transfer Agent, Computershare Investor Services Inc., within the time required by, and to the location set out in the notes to the Proxy or VIF. If you are able to attend the Meeting, and are a registered shareholder, sending your Proxy will not prevent you from voting in person.

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name, address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

The enclosed Proxy is solicited by management of the Company and you may amend it, if you wish, by inserting in the space provided the name of the person you wish to represent you as proxyholder at the Meeting and initialling or signing beside such change.

PLEASE ENSURE THAT YOU COMPLETE, DATE, SIGN AND RETURN THE ENCLOSED FORM OF PROXY OR VIF IN THE ENVELOPE PROVIDED FOR THAT PURPOSE. To be effective, Proxies or VIFs must be deposited with the Company's registrar and transfer agent, Computershare Investor Services Inc., Proxy Dept., 100 University Avenue 9th Floor, Toronto, Ontario, M5J 2Y1, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting.

DATED at Vancouver, British Columbia, this 5th day of November, 2009.

**BY ORDER OF THE BOARD OF DIRECTORS
OF VERSATILE SYSTEMS INC.**

"John Hardy"

John Hardy, Chairman of the Board and Chief
Executive Officer