

EXHIBIT A

TO: ALL RECORD HOLDERS OF THE COMMON STOCK OF NETTALK.COM, INC. ("NETTALK") AS OF JUNE 29, 2017 (THE "RECORD DATE")

PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY. THIS NOTICE RELATES TO A PROPOSED SETTLEMENT AND DISMISSAL OF A SHAREHOLDER DERIVATIVE ACTION AND CONTAINS IMPORTANT INFORMATION REGARDING YOUR RIGHTS. YOUR RIGHTS MAY BE AFFECTED BY THESE LEGAL PROCEEDINGS. IF THE COURT APPROVES THE SETTLEMENT, YOU WILL BE FOREVER BARRED FROM CONTESTING THE APPROVAL OF THE SETTLEMENT AND FROM PURSUING THE RELEASED CLAIMS. IF YOU HOLD NETTALK COMMON STOCK FOR THE BENEFIT OF ANOTHER, PLEASE PROMPTLY TRANSMIT THIS DOCUMENT TO SUCH BENEFICIAL HOLDER.

Notice is hereby provided to you of the proposed settlement and dismissal of certain litigation against NetTalk and certain of its directors, officers, and shareholders (the "Individual Defendants" and together with NetTalk, the "Defendants"), brought by Telestrata, LLC, a Colorado limited liability company ("Plaintiff") currently pending in the United States District Court for the Southern District of Florida (the "Court") with case number 1:14-CV-24137-JLK (the "Telestrata Claims"). NetTalk has also made certain claims against Plaintiff, and certain affiliates of Plaintiff (the "NetTalk Claims, and together with the Telestrata Claims, the "Litigation"). The parties in the Litigation are herein referred to collectively as the "Parties." This Notice is not an expression of any opinion by the Court with respect to the truth of the allegations in the nation or the merits of the claims or defenses asserted by or against any party. It is solely to notify you of the terms of the proposed settlement of the Litigation, and your rights related thereto. The terms of the proposed settlement are set forth in a written Settlement Agreement, as amended (the "Settlement Agreement") attached as Exhibit A to the Stipulated Joint Motion to Approve Settlement Agreement Pursuant to *Fed. R. Civ. P.* 23.1(c) submitted on or about November 7, 2017 (the "Motion for Court Approval"), a link to which can be found on NetTalk's website under the "Investor Relations" tab at www.nettalk.com/about/investor-relations/.

- I. Why are you receiving this Notice? Your rights may be affected by the Settlement Agreement. NetTalk and the Plaintiff have agreed upon terms to settle the Litigation and have executed the Settlement Agreement and the Motion for Court Approval setting forth those settlement terms. On December 18, 2017 at 10:00 A.M., the Court will hold a hearing (the "Final Settlement Hearing"), the purpose of which is to determine (i) whether the proposed settlement is fair, reasonable and adequate and should be finally approved; (ii) whether the Litigation should be dismissed with prejudice pursuant to the Motion for Court Approval; and (iii) such other matters as may be necessary or proper under the circumstances.

- II. The Litigation and Settlement Agreement: The claims and defenses asserted in the Litigation are summarized in the Settlement Agreement and the Motion for Court Approval. The members of NetTalk's Board of Directors exercised their business

judgment and have unanimously approved the Settlement Agreement and each of its terms as in the best interests of NetTalk. The terms of the settlement are subject to approval by the Court.

- III. Reasons for the Settlement: NetTalk, the Individual Defendants, Plaintiff, its affiliates, and their respective counsel have determined that it is desirable and beneficial and in the Parties' respective best interests that the Litigation be fully and finally settled in the manner agreed and upon the term and conditions set forth in the Settlement Agreement and the Motion for Court Approval. Each of the Parties have denied and continue to deny each and every one of the claims alleged by the Plaintiff in the Litigation. The Parties have expressly denied and continue to deny all allegations of wrongdoing or liability against them or any of them, arising out of, based upon, or related to any of the conduct, actions, omissions alleged or that could have been alleged in the Litigation. The Individual Defendants in particular have denied and continue to deny, among other things, that they breached their fiduciary duty or any other duty owed to NetTalk or its shareholders, or that Plaintiff, NetTalk or its shareholders suffered any damage or were harmed as a result of any conduct alleged in the Litigation. The Individual Defendants have further asserted and continue to assert that at all relevant times, they acted in good faith and in a manner they reasonably believed to be in the best interests of NetTalk and its shareholders.

The Parties and their counsel believe that the claims asserted in the Litigation have merit. However, they and their counsel recognize and acknowledge the expense and length of continued proceedings necessary to prosecute the Litigation through trial and potential appeals. They and their counsel also have taken into account the uncertain outcome and the risk of any litigation, especially in complex actions such as the Litigation, as well as the difficulties and delays inherent in such litigation. They and their counsel also are mindful of the inherent problems of proof of, and possible defenses to, the claims asserted in the Litigation.

Irrespective of the foregoing, the Parties also have taken into account the expense, uncertainty and risks inherent in any litigation, especially in complex cases like the Litigation, and that the proposed settlement would, among other things: (a) bring to an end the expenses, burdens and uncertainties associated with continued litigation of the claims asserted in the Litigation, (b) finally put to rest those claims and the underlying matters, and (c) confer benefits upon them. Therefore, the Parties have determined that it is desirable and beneficial that the Litigation, and all disputes related thereto, be fully and finally settled in the manner and upon the terms and conditions set forth in the Settlement Agreement and the Motion for Court Approval.

- IV. Final Settlement Hearing. The Court has scheduled a Final Settlement Hearing in Courtroom 2 of the James Lawrence King Federal Justice Building and United States

Courthouse, 99 N.E. Fourth Street, Room 1127, Miami, Florida, 33132, to occur on December 18, 2017 at 10:00 A.M. At the Final Settlement Hearing, the Court will consider whether the terms of the Settlement Agreement are fair, reasonable, and adequate and thus should be finally approved and whether the Litigation should be dismissed with prejudice pursuant to the Motion for Court Approval. If the Court issues an order and judgment that approves the Settlement and becomes final, Plaintiff and Defendants will then file a joint voluntary dismissal with prejudice of the Litigation.

- V. Right to Attend Final Settlement Hearing. Any current NetTalk shareholder may, but is not required to, appear in person at the Final Settlement Hearing. If you want to be heard at the Final Settlement Hearing, then you must first comply with the procedures for objecting, which are set forth below. The Court has the right to change the hearing date or time without further notice. Thus, if you are planning to attend the Final Settlement Hearing, you should confirm the date and time before going to the Court. Current NetTalk shareholders who have no objection to the Settlement do not need to appear at the Final Settlement Hearing or take any other action.
- VI. Right to Object to the Proposed Settlement and Procedures for Doing So. Any current NetTalk shareholder may appear and show cause, if he, she or it has any reason why the Settlement should not be approved as fair, reasonable, and adequate, or why a judgment should not be entered thereon. You must object in writing, and you may request to be heard at the Final Settlement Hearing. If you choose to object, then you must make detailed objections in writing which contain the following information:
- a. Your name, legal address, and telephone number;
 - b. The case name and number (*Telestrata, LLC v. NetTalk.com, Inc., et al.*, Case No: 1:14-CV-24137-JLK);
 - c. Proof of being a NetTalk shareholder as of the date of this Notice;
 - d. The date(s) you acquired your NetTalk shares;
 - e. A statement of each objection being made;
 - f. Notice of whether you intend to appear at the Settlement Hearing, although you are not required to appear; and
 - g. Copies of any papers you intend to submit to the Court, along with the names of any witness(es) you intend to call to testify at the Final Settlement Hearing and the anticipated subject(s) of their testimony.

The Court may not consider any objection that does not substantially comply with these requirements within the time permitted for objections. All written objections and supporting papers must be submitted to the Court by mailing them to:

Clerk of the Court
United States District Court for the Southern District of Florida
400 North Miami Avenue, 8th Floor South
Miami, Florida 33128

All written objections and supporting papers also shall be served by first-class mail, at the same time on the following counsel:

R. Livingston Keithley, Esq., *pro hac vice*
The Overton Law Firm
165 S. Union Boulevard, Suite 542
Lakewood, Colorado 80228

Robert Stein, Esq.
Jeffrey Tew, Esq.
Rennert, Vogel, Mandler & Rodriguez, PA
1000 S.E. Second Street, Suite 2900
Miami, FL 33131

and

Matthew C. Martin, Esq.
Gaebe, Mullen, Antonelli & DiMatteo
420 South Dixie Highway, Third Floor
Coral Gables, FL 33146

*Attorneys for Defendants NetTalk.com, Inc.,
Anastasios "Takis" Kyriakides, Steven Healy,
Anastasios "Nick" Kyriakides II, Kenneth
Hosfeld, Garry Paxinos, Kyriakides Investments
Ltd., Shadron Stastney, and Angela Ilisie*

*Attorneys for Plaintiff Telestrata LLC, and
Counterclaim Defendants Samer Bishay,
Maged Bishara, and Nadir AlJazrawi*

YOUR WRITTEN OBJECTIONS MUST BE POSTMARKED OR ON FILE WITH THE CLERK OF THE COURT NO LATER THAN December 11, 2017. Unless the Court orders otherwise, your objection will not be considered unless it is timely filed with the Court. Any Person or entity who fails to object or otherwise request to be heard in the manner prescribed above will be deemed to have waived the right to object or be heard with respect to any aspect of the Settlement Agreement and/or the Motion for Court Approval (including the right to appeal) and will be forever barred from raising such objection or request to be heard in this or any other action or proceeding, and, unless otherwise ordered by the Court, shall be bound by the Court's judgment to be entered and the releases to be given.

- VII. How to Obtain Additional Information. This Notice is not a complete statement of the events of the Litigation or the proposed settlement. You may inspect the Settlement Agreement, the Motion for Court Approval, and the Court Order granting preliminary approval and setting the Final Settlement Hearing by going to www.nettalk.com/about/investor-relations/ and otherwise view the filings in the Litigation by visiting via PACER at www.pacer.gov. If you have any questions about matters in this Notice you may contact:

Dmitri Kirkiles
NetTalk.com, Inc.
1080 NW 163rd Drive
Miami Gardens, Florida 33169
305-621-1200 x109

PLEASE DO NOT CALL, WRITE, OR OTHERWISE DIRECT QUESTIONS TO EITHER
THE COURT OR THE CLERK'S OFFICE.

DATED: November 16, 2017

BY ORDER OF THE UNITED STATES DISTRICT COURT FOR THE SOUTHERN
DISTRICT OF FLORIDA