

**TIIDAL GAMING GROUP CORP.**  
**365 Bay Street, Suite 800**  
**Toronto, Ontario, M5H 2V1**

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that an annual and special meeting (the “**Meeting**”) of the shareholders of Tiidal Gaming Group Corp. (the “**Corporation**”) will be held on April 5, 2024, at 10:00 a.m. (Toronto time) at 365 Bay Street, Suite 800, Toronto, Ontario, M5H 2V1 and broadcast via teleconference (listen only) at 1-647-558-0588 (Canada) or 1-929-205-6099 (US) (conference room number 840 4261 7399) for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for the year ended October 31, 2023 and the auditors’ report thereon;
2. to elect each of the directors for the ensuing year;
3. to re-appoint MNP LLP as auditors of the Corporation for the ensuing year and to authorize the directors to fix the auditors’ remuneration;
4. to consider and, if deemed appropriate, to pass, with or without variation, a special resolution approving the continuance of the Corporation out of the provincial jurisdiction of Ontario under the *Business Corporations Act* (Ontario), which currently governs its affairs, into the provincial jurisdiction of British Columbia under the *Business Corporations Act* (British Columbia) (the “**Continuance**”), as more fully described in the Circular (as defined below);
5. to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution of disinterested shareholders, approving the delisting of the common shares of the Corporation from the Canadian Securities Exchange (the “**CSE**”), as more fully described in the Circular;
6. to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution confirming and approving a new 10% equity incentive plan of the Corporation; and
7. to transact such further and other business as may properly be brought before the Meeting or any adjournment thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the management information circular of the Corporation dated March 7, 2024 (the “**Circular**”). Shareholders are directed to read the Circular carefully and in full to evaluate the matters for consideration at the Meeting. Pursuant to the *Business Corporations Act* (Ontario) (the “**OBCA**”), registered shareholders of the Corporation have the right to dissent to the Continuance pursuant to Section 185 of the OBCA. Additional information about dissent rights is included in the Circular.

The Board has fixed March 4, 2024 as the record date (the “**Record Date**”) for the determination of shareholders entitled to notice of, and to vote at, the Meeting and any adjournment thereof. Only shareholders whose names have been entered in the registers of shareholders on the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting.

A shareholder may attend the Meeting in person or may be represented by proxy. A shareholder who is unable to attend the Meeting in person and who wishes to ensure that such shareholder’s shares will be voted at the Meeting is requested to complete, date and execute the enclosed form of proxy and deliver it by facsimile, by hand or by mail in accordance with the instructions set out in the form of proxy and in the Circular.

The Corporation is offering an option for shareholders to listen to the Meeting by teleconference (listen only) at 1-647-558-0588 (Canada) or 1-929-205-6099 (US) (conference room number 840 4261 7399). Via teleconference, guests will be able to listen to the Meeting but will not be able to vote or ask questions. **If you intend to listen to the Meeting via teleconference, you must vote on the matters prior to the Meeting by proxy, appointing the person**

**designated in the proxy form or voting instruction form. You will find important information and detailed instructions about how to participate in the Meeting in the Circular.**

It is desirable that as many common shares of the Corporation as possible be represented at the Meeting. You are encouraged to complete the enclosed form of proxy and return it as soon as possible in the envelope provided for that purpose. To be valid, all forms of proxy must be delivered to the Proxy Department of Odyssey Trust Company, 702-67 Yonge St., Toronto, Ontario M5E 1J8 no later than 10:00 a.m. (Toronto time) on April 3, 2024, or at least 48 hours, excluding Saturdays, Sundays and statutory holidays, before any adjournment or postponement of the Meeting. Late forms of proxy may be accepted or rejected by the chair of the Meeting in his or her discretion but he or she is under no obligation to accept or reject any particular late forms of proxy. As an alternative to completing and submitting a form of proxy, you may vote electronically on the internet at <https://vote.odysseytrust.com>. Shareholders who wish to vote using the internet should follow the instructions in the enclosed form of proxy.

Dated this 7th day of March, 2024.

**BY ORDER OF THE BOARD**

*“Carlo Rigillo”*

Carlo Rigillo  
Chief Executive Officer, Chief Financial Officer and Director