

## ADDED CAPITAL INC.

### NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that an annual and special meeting (the "**Meeting**") of shareholders of Added Capital Inc. (the "**Corporation**") will be held at the offices of Fogler, Rubinoff LLP, TD Centre North Tower, 77 King Street West, Suite 3000 on the 22<sup>nd</sup> day of August, 2016, at 4:00 p.m. Toronto time, for the following purposes:

1. to receive and to consider the consolidated financial statements of the Corporation for the years ended March 31, 2015 and 2016, together with the auditors' report thereon and the annual report to the shareholders;
2. to set the number of directors at three;
3. to elect directors of the Corporation;
4. to re-appoint auditors and to authorize the directors to fix their remuneration;
5. to consider, and if thought advisable, to pass an ordinary resolution with or without variation, as more particularly set forth in the Management Information Circular, to re-approve the Employee Share Purchase Plan;
6. to consider, and if thought advisable, to pass an ordinary resolution approving the Corporation's Stock Option Plan as set forth in the Management Information Circular;
7. to consider, and if thought advisable, to pass a special resolution with or without variation, approving, subject to regulatory approval, the consolidation of all of the common shares of the Corporation on the basis of one (1) new common share for up to every ten (10) pre-consolidation common shares issued and outstanding as more particularly set forth in the Management Information Circular;
8. to consider, and if thought advisable, to pass an ordinary resolution with or without variation, approving, subject to regulatory approval, the issuance of common shares in satisfaction and payment of up to \$158,742 in fees and expenses owing by the Corporation to Vic Alboini, as more particularly set forth in the Management Information Circular;
9. to transact such further and other business as may properly come before the Meeting or any adjournment thereof.

The accompanying Management Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this notice.

This year, as described in the notice and access notification mailed to shareholders of the Corporation, the Corporation has decided to deliver the Meeting materials to shareholders by posting the Meeting materials on the following website: <http://noticeinsite.tsxtrust.com/%20AddedCapitalASM2016> (the "Website") The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and it will also reduce the Corporation's printing and mailing costs. The Meeting materials will be available on the Website as of July 11, 2016, and will remain on the Website for one full year thereafter. The Meeting materials will also be available on SEDAR at [www.sedar.com](http://www.sedar.com).

No shareholders will receive paper copies of the Meeting materials unless they specifically request paper copies. Instead all shareholders will receive a notice and access notification which will contain information on how to

obtain electronic and paper copies of the Meeting materials in advance of the Meeting. If you wish to receive a paper copy of the Meeting materials or have questions about notice-and-access please call 1-866-393-4891. In order to receive a paper copy in time to vote before the meeting, your request should be received by August 11, 2016.

The record date for the determination of shareholders entitled to receive notice of and to vote at the Meeting is July 4, 2016 (the "**Record Date**"). Shareholders whose names have been entered in the register of shareholders at the close of business on that 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. Shareholders who are unable to attend the Meeting or any adjournment or postponement thereof in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment or postponement thereof. To be effective, the enclosed proxy must be mailed so as to reach or be deposited at the office of the Registrar and Transfer Agent of the Corporation, TMX Equity Transfer Services at 200 University Avenue, Suite 300, Toronto, Ontario, M5H 4H1, Attention: Proxy Department, faxed to (416) 595-9593, or voted online at [www.voteproxyonline.com](http://www.voteproxyonline.com) using the 12 digit control number assigned to the form of proxy, not later than forty-eight (48) hours (Toronto time), excluding Saturdays, Sundays and holidays prior to the time of the Meeting or any adjournment thereof. Late instruments of proxy may be accepted or rejected by the Chairman of the Meeting in his discretion and the Chairman is under no obligation to accept or reject any particular late instruments of proxy.

By Order of the Board

Toronto, Ontario  
July 4, 2016

(signed) Vic Alboini  
Chairman and Chief Executive Officer