

EMPATHO HOLDINGS INC.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

DECEMBER 19, 2022

As a result of the emergence of COVID-19, and in light of limits on larger gatherings and our concern for the health and safety of our employees and shareholders, our annual general meeting of shareholders will be held as a Zoom meeting. A Zoom meeting format is being adopted to enfranchise and give all shareholders an equal opportunity to participate at the Meeting regardless of their geographic location or other particular constraints, circumstances or risks they may be facing as a result of COVID-19. Shareholders will not be able to physically attend the meeting in person. Important details about the meeting and how shareholders can participate via teleconference are set out in this Management Information Circular and the accompanying proxy materials.

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS OF EMPATHO HOLDINGS INC.

NOTICE IS HEREBY GIVEN that the annual meeting (the "Meeting") of the holders of common shares ("Common Shares") of Empatho Holdings Inc. (the "Corporation" or "Empatho") will be held on Monday, December 19, 2022 at 1:00 p.m. (Toronto time) via Zoom. Shareholders can access the Meeting from <https://us02web.zoom.us/j/85675056576?pwd=bHh6ZEJSa1RpdFVaUXZWUDh3ME5lUT09>. The Webinar ID is 856 7505 6576, and the Passcode is 756247.

The Meeting is being held for the following purposes:

1. to receive the consolidated annual financial statements of the Corporation, together with the auditor's report thereon, for the year ended October 31, 2021;
2. All shareholders will be asked to appoint MNP LLP, as auditor to hold office until the next annual meeting of shareholders at a remuneration to be fixed by the Board of Directors;
3. all shareholders will be asked to elect 5 directors of the Corporation to hold office until the next annual meeting of shareholders;
4. to transact such other business as may properly be brought before the meeting or any adjournments or postponements thereof.

This notice is accompanied by a management information circular and form of proxy. The annual financial statements of the Corporation for the year ended October 31, 2021 together with the report of the auditors thereon, and the management discussion and analysis for the year ended October 31, 2021 can be found at www.sedar.com.

The board of directors of the Corporation has fixed the close of business on November 14, 2022 as the record date, being the date for the determination of the registered holders of the Corporation's Common Shares entitled to notice of and to vote at the Meeting and any adjournments or postponements thereof. **All Shareholders are strongly encouraged to vote prior to the Meeting by any of the means described below, as in-person voting at the time of the Meeting will not be possible.**

Registered and Non-Registered (Beneficial) Shareholders. If you are a registered shareholder, you have a choice of voting by proxy on the internet, or by mail or by fax using your proxy form to appoint another person to act for you. If you are a non-registered (beneficial) shareholder, you must vote using your voting instruction form, which typically allows you to vote by proxy on the internet, by telephone, by mail or by fax. If you vote by proxy on the internet, by mail or by fax in advance of the Meeting, your vote will be counted. Please refer to your proxy form or voting instruction form, as applicable, and to the Voting and Proxies Questions & Answers section in the accompanying management information circular for assistance in determining whether you are a registered or non-registered (beneficial) shareholder and for more information on the voting methods available to you. **Completed proxy forms must be received by the transfer agent and registrar of the Corporation, Capital Transfer Agency ULC, 390 Bay St Suite 920, Toronto, ON M5H 2Y2, no later than 1:00 p.m. Toronto time on December 15, 2022 or, in the case of any adjournment or postponement of the Meeting, not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time of the adjourned or postponed meeting.** Completed voting instruction forms must be returned in accordance with the instructions on the form.

Your vote is important. Please read the enclosed materials carefully. **If you have questions about any of the information or require assistance in completing your proxy form or voting instruction form, as the case may be, please contact Capital Transfer Agency ULC at (416) 350-5007.**

Only registered shareholders and proxyholders are entitled to participate in the business of the Meeting. **Persons who are not registered shareholders or proxyholders who wish to attend the Meeting as a registered guest should request permission to attend in advance of the Meeting via email to likness@telus.net, or by telephone at (403) 771-4918.** Persons not entitled or required to be present at the Meeting, including registered guests, may be admitted only with the consent of the Chair of the Meeting.

By order of the Board of Directors of Empatho Holdings Inc.

"Yan Namer"

Yan Namer, Chief Executive Officer and Corporate Secretary

November 22, 2022