



CANSORTIUM

CANSORTIUM INC.
5540 W. Executive Drive, Ste. 100
Tampa, Florida 33609

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the “**Meeting**”) of holders (“**Shareholders**”) of common shares (“**Common Shares**”) and proportionate voting shares (“**Proportionate Voting Shares**”) of Cansortium Inc. (“**Cansortium**” or the “**Corporation**”) will be held on Wednesday, August 27, 2024, at 9:30 a.m. (Toronto time) at 5540 W. Executive Drive, Ste. 100, Tampa, Florida 33609 for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation’s for the year ended December 31, 2023 and the auditors’ report thereon;
2. (A) to elect the directors of the Corporation to serve from the close of the Meeting (the “**Current Slate**”) until the earlier of: (i) the close of the next annual meeting of shareholders of the Corporation; (ii) the time of completion of the Corporation’s proposed plan of arrangement (the “**Arrangement**”) with RIV Capital Inc. (“**RIV Capital**”), as more fully described in the accompanying Circular (as defined below) (the “**Change of Board Time**”); and/or (iii) such time that their successors are elected or appointed, all as the case may be, unless his or her office is earlier vacated in accordance with the by-laws of the Corporation or the provisions of the *Business Corporations Act* (Ontario); and (B) to elect the directors of the Corporation to serve from the Change of Board Time until the close of the next annual meeting of Shareholders or until their successors are elected or appointed;
3. to re-appoint Baker Tilly US, 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 advisable, pass, with or without variation, a special resolution, the full text of which is set forth in the accompanying Circular, to authorize and approve an amendment (the “**Amendment Proposal**”) to the articles of the Corporation in order to: (i) create and authorize the issuance of an unlimited number of a new class of non-voting exchangeable shares (the “**Exchangeable Shares**”) having the rights, privileges, restrictions and conditions substantially as set out in Schedule “A” to the accompanying Circular; and (ii) restate the rights of the Common Shares and Proportionate Voting Shares to include “coattail” provisions that prohibit the transfer, directly or indirectly, of any Common Shares or Proportionate Voting Shares pursuant to a take-over bid (as defined in applicable securities legislation) under circumstances in which applicable securities laws would have required the same offer to be made to holders of Exchangeable Shares and make certain other housekeeping changes; and

5. to transact such further and other business as may properly be brought before the meeting or any adjournment thereof.

Accompanying this Notice of Meeting is a management information circular dated July 12, 2024 (the “**Circular**”), a form of proxy, a Return Card and a return envelope. Information relating to the items above is set forth in the Circular. The board of directors of the Corporation (the “**Board**”) has fixed July 12, 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.

Shareholders are not required to approve the Arrangement itself. However, approval of the Amendment Proposal is a condition to the completion of the Arrangement. In order for the Arrangement to proceed, the Amendment Proposal must be approved by the affirmative vote of at least 66^{2/3}% of the votes cast by Shareholders present in person or represented by proxy and entitled to vote at the Meeting. If the Amendment Proposal is not approved by the requisite majority of Shareholders at the Meeting, the Arrangement cannot be completed.

<p style="text-align: center;">The Board unanimously recommends that Shareholders vote IN FAVOUR of the Amendment Proposal</p>

It is desirable that as many shares as possible be represented at the Meeting. The Corporation strongly encourages each Shareholder to submit a form of proxy or voting instruction form in advance of the Meeting. 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 the enclosed form of proxy or voting instruction form 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 9:30 a.m. (Toronto time) on August 23, 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 an instrument of proxy, you may vote electronically on the internet at <https://login.odysseytrust.com/pxlogin>. Shareholders who wish to vote using the internet should follow the instructions in the enclosed form of proxy.

Cansortium has elected to use the “notice-and-access” mechanism provided for under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* to deliver the Meeting materials to Shareholders, including the Notice of Meeting, the Circular, the annual financial statements of the Corporation for the year ended December 31, 2023 (the “**Annual Financial Statements**”) and the management’s discussion and analysis (“**MD&A**”) for the three and twelve months ended December 31, 2023 (“**Annual MD&A**”). This means that, rather than receiving paper copies of the Meeting materials in the mail, Shareholders as of the Record Date will have access to electronic copies of the Meeting materials on Cansortium’s website at www.investors.getfluent.com and under Cansortium’s profile on SEDAR+ at www.sedarplus.ca. The Meeting materials will remain on Cansortium’s website for a period of one year.

Shareholders as of the Record Date will receive a package in the mail containing a Notice of Availability of Meeting materials explaining how to access and review the Meeting materials electronically and how to request a paper copy of such materials free of charge, and a proxy form or a voting instruction form so that Shareholders can vote their shares. In addition, the package will include a place to request copies of the

Annual Financial Statements, the Annual MD&A and/or the interim financial statements and MD&A of the Corporation and a consent for electronic delivery.

Prior to the Meeting and for up to one year thereafter, those Shareholders who wish to receive paper copies of the Meeting materials may request them from Odyssey Trust Company by calling toll-free at 1(888) 290-1175 (within North America) or 1(587) 885-0960 (outside of North America). If a request for paper copies is received before the Meeting, the Meeting materials will be sent to such Shareholders at no cost within three business days of the request. If a request for paper copies is received on or after the Meeting, and within one year of the Meeting materials being filed, the Meeting materials will be sent to such Shareholders within 10 calendar days after receiving the request. To receive paper copies of the Meeting materials in advance of the proxy deposit deadline, your request should be received by Odyssey Trust Company no later than August 13, 2024.

Your vote is important, regardless of the number of shares that you own. Whether or not you expect to attend the Meeting, we encourage you to vote using your form of proxy or voting instruction form, as applicable, as promptly as possible to ensure that your vote will be counted at the Meeting.

Dated this 12th day of July, 2024.

BY ORDER OF THE BOARD OF DIRECTORS

“William Smith”

William Smith
Executive Chairman