



**NOTICE OF ANNUAL GENERAL and SPECIAL MEETING
OF SHAREHOLDERS TO BE HELD ON MAY 22, 2015**

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the “**Meeting**”) of Grand Peak Capital Corp. (“**Grand Peak**” or the “**Company**”) will be held at Suite 200 – 8338 120th Street Surrey, British Columbia, on Friday, May 22, 2015 at 2:00 PM DST for the following purposes:

1. to receive and consider the consolidated financial statements of the Company for the fiscal year ended September 30, 2014, and the reports of the auditor thereon;
2. to fix the number of directors for the ensuing year at three (3);
3. to elect directors of the Company for the ensuing year;
4. to appoint the auditor for the Company for the ensuing year and to authorize the directors to fix the auditor's remuneration;
5. to consider, and if thought advisable, approve, the adoption of the Company's stock option plan (the “**Stock Option Plan**”) described in the Company's Information Circular dated April 14, 2015 accompanying this Notice of Meeting (the “**Information Circular**”);
6. Alter the Company's By Laws as follows:
 - i) directors may consolidate the Company's shares or divide the Company's shares without the need for shareholder approval;
7. to transact such other business as may properly come before the Meeting or at any adjournments thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the annual general meeting and is deemed to form part of this Notice.

Shareholders who are unable to attend the Annual General and Meeting are requested to complete sign, date and return the enclosed form of proxy indicating your voting instructions. A proxy will not be valid unless it is deposited at the office of Computershare Trust Company of Canada, at 510 Burrard Street, 3rd Floor, Vancouver, B.C. V6C 3B9 at least 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting or adjournment thereof. If you are not a registered shareholder, please refer to the accompanying Information Circular for information on how to vote your shares.

DATED at Surrey, British Columbia, this 14th day of April, 2015.

“Sonny Janda”
Sonny Janda
President and
Chief Executive Officer