

SBD CAPITAL CORP.
217 Queen St. West, Suite 401
Toronto, Ontario M5V 0R2

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual meeting (the “**Meeting**”) of shareholders of **SBD Capital Corp.** (the “**Company**”) will be held on **Tuesday, October 15, 2019**, at the hour of **10:00 a.m.** (Eastern time), at Suite 401, 217 Queen Street West, Toronto, Ontario M5R 0R2 for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Company for the years ended March 31, 2018 and March 31, 2019, and the report of the auditors thereon;
2. to elect the directors of the Company;
3. to confirm the appointment by the board of directors of, and to appoint, the auditors of the Company and to authorize the directors to fix their remuneration;
4. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his or her duly executed form of proxy with the Company’s transfer agent and registrar, TSX Trust Company at Suite 301, 100 Adelaide Street West, Toronto, Ontario M5H 4H1 not later than **10:00 a.m.** (Eastern time) on Thursday, October 10, 2019 or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays and holidays, preceding the time of such adjourned meeting.

Shareholders who are unable to attend the Meeting in person, are requested to date, complete, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting.

The board of directors of the Company has by resolution fixed the close of business on Friday, September 6, 2019 as the record date, being the date for the determination of the registered holders of common shares of the Company entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof.

The accompanying management information circular provides additional detailed information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this notice of annual meeting. Additional information about the Company and its financial statements are also available on the Company’s profile at www.sedar.com.

DATED at Toronto, Ontario this 6th day of September, 2019

BY ORDER OF THE BOARD

“*John Dyer*” (signed)

Chief Financial Officer and
Interim Chief Executive Officer