

CAELAN CAPITAL INC.
#2150 - 555 West Hastings St.
Vancouver, B.C., V6B 4N6

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON August 26, 2020

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the “**Meeting**”) of Caelan Capital Inc. (the “**Company**”) will be held at #2150 – 555 West Hastings St., Vancouver, B.C., V6B 4N6 on Wednesday, August 26, 2020 at 11:00 a.m. for the following purposes:

1. To receive and consider the financial statements of the Company, together with the auditor’s report thereon, for the fiscal year ended December 31, 2019;
2. To elect directors to hold office until the next annual general meeting;
3. To appoint Dale Matheson Carr-Hilton Labonte LLP and authorize the directors to fix the auditor’s remuneration;
5. To consider and, if thought fit, to pass a resolution approving and ratifying the Company’s stock Option Plan pursuant to which the directors may authorize the issuance of options to directors, officers, employees, and consultants of the Company to a maximum of 10% of the issued and outstanding common shares at the time of grant;
6. To consider and, if thought fit, pass with or without amendment, a special resolution approving a proposed change of name and the consolidation of the issued and outstanding common shares of the Company (the “Consolidation”) on the basis of up to five (5) common shares for one (1) common share, or such lesser ratio as the directors may determine appropriate; as more particularly described in the section of the Information Circular entitled Part 3 – The Business of the Meeting – Alteration of Issued Share Capital and Change of Name; and
7. To transact such other business as may properly come before the Meeting or any adjournments thereof.

The accompanying 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.

Shareholders who are unable to attend the 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 TSX Trust Company, #301 – 100 Adelaide Street West, Toronto, Ontario, M5H 4H1, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting or any adjournments 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 Vancouver, British Columbia, this 20th day of July, 2020

BY ORDER OF THE BOARD OF DIRECTORS:

“Sandy MacDougall”

Sandy MacDougall
Chairman and Director