

**COMPEL CAPITAL INC.**  
(the "**Company**")  
77 King St. W, Suite 3000  
Toronto, Ontario, M5K 1G8

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

**TAKE NOTICE** that the annual general and special meeting (the "**Meeting**") of shareholders of the Company will be held at the offices of Fogler, Rubinoff LLP located at 77 King St. West, Suite 3000, M5K 1G8, on March 15, 2021 at 10:00a.m. (Toronto time), for the following purposes:

1. To elect directors of the Company for the ensuing year;
2. To appoint RSM Canada LLP as the auditor of the Company for the ensuing year and to authorize the directors to fix the auditor's remuneration;
3. To consider and, if deemed advisable, to pass, with or without variation, a special resolution approving a consolidation of the Company's issued and outstanding common shares at such consolidation ratio to be determined by the directors of the Company up to one (1) new share for 15 old shares, all as more fully described in the section of the Circular entitled "*Particulars of Matters to be Acted Upon – Approval of Share Consolidation*";
4. To consider and, if deemed advisable, to pass, with or without variation, a special resolution authorizing a change of name of the Company to "ScreenPro Security Ltd." or such other name as the board of directors of the Company may choose, acting in the best interests of the Company, all as more fully described in the section of the Circular entitled "*Particulars of Matters to be Acted Upon – Approval of Name Change*"; and
5. To consider any permitted amendment to, or variation of, any matter identified in this Notice of Annual General Meeting (the "**Notice**") and to transact such other business as may properly come before the Meeting or any adjournment thereof. Management is not currently aware of any other matters that could come before the Meeting.

Accompanying this Notice are: (1) the management information circular (the "**Information Circular**"); and (2) a form of proxy, which includes a supplemental mailing list request form for use by shareholders who wish to receive the Company's financial statements. The Information Circular provides further information respecting proxies and the matters to be considered at the Meeting and is deemed to form part of this Notice.

**Registered Shareholders who are unable to attend the Meeting in person and who wish to ensure that their common shares will be voted at the Meeting, must complete, date and execute the enclosed form of proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.**

**Non-Registered Shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy and in the Information Circular to ensure that their Common Shares will be voted at the Meeting. If you hold your Common Shares in a brokerage account, you are a Non-Registered Shareholder.**

**DATED** February 8, 2021.

**BY ORDER OF THE BOARD**

*/s/ "Myra Bongard"*

Myra Bongard  
President & Chief Executive Officer