

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and special meeting (the “**Meeting**”) of shareholders of Nabis Holdings Inc. (the “**Corporation**” or “**Nabis**”) will be held on Tuesday, September 28, 2021 at 11:00 a.m. (Vancouver time) in a virtual only format, which will be conducted via live audio webcast at <https://web.lumiagm.com/249079949>, for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for years ended December 31, 2020 and December 31, 2019 together with the report of the auditors thereon;
2. to fix the number of directors at four and to thereafter elect the directors of the Corporation for the ensuing year;
3. to re-appoint Dale Matheson Carr-Hilton LaBonte, LLP as auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration;
4. to consider and, if deemed advisable, to pass an ordinary resolution approving the adoption of the Corporation’s omnibus long-term incentive plan;
5. to pass, without variation, a special resolution to amend the Corporation’s articles of incorporation;
6. to consider and, if deemed advisable, to pass, with or without variation, a special resolution of the Corporation (the “**Asset Sale Resolution**”) approving and authorizing the sale of all or substantially all of the Corporation’s assets (the “**Asset Sale**”) pursuant to section 301 of the *Business Corporations Act* (British Columbia) (the “**BCBCA**”);
7. to consider, and if deemed advisable, to pass, with or without amendment, a resolution of disinterested shareholders of the Corporation (the “**Arrangement Resolution**”), approving the proposed plan of arrangement (the “**Plan of Arrangement**” or “**Arrangement**”) between the Corporation and the persons entered in the register for the \$23,000,000 principal amount of 5.3% promissory notes due November 15, 2022 (the “**Notes**”) as registered holders of Notes, to approve the repurchase of all of the Notes by the Corporation under Division 5 of Part 9 of the BCBCA, as more fully described in the accompanying management information circular; and
8. to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The full text of the resolutions referred to in items 5, 6 and 7 above are attached to this notice of Meeting as Exhibit 'A'.

The nature of the business to be transacted at the Meeting is described in further detail in the accompanying management information circular, which is deemed to form part of this notice of meeting. Please read the management information circular carefully before you vote on the matters being transacted at the Meeting.

COVID-19 GUIDANCE

In the context of the effort to mitigate potential risk to the health and safety associated with COVID-19 and in compliance with the orders and directives of the Government of Canada, the Province of British Columbia and the City of Vancouver, the Meeting is being held online and not in person. All shareholders are encouraged to vote on the matters before the Meeting by proxy in the manner set out herein and in the accompanying management information circular dated August 30, 2021 of the Corporation.

The Corporation is holding the Meeting as a completely virtual meeting, which will be conducted via live webcast, where all shareholders regardless of geographic location and equity ownership will have an equal opportunity to participate at the Meeting and engage with directors of the Corporation and management as well as other shareholders. Shareholders will not be able to attend the Meeting in person. Registered shareholders and duly appointed proxyholders will be able to attend, participate and vote at the Meeting

online at <https://web.lumiagm.com/249079949>. Beneficial shareholders (being shareholders who hold their Shares through a broker, investment dealer, bank, trust company, custodian, nominee or other intermediary) who have not duly appointed themselves as proxyholder will not be able to attend, participate or vote at the Meeting.

As a shareholder of the Corporation, it is very important that you read the management information circular of the Corporation dated "August 30, 2021" (the "**Circular**") and other Meeting materials carefully. They contain important information with respect to voting your Shares and attending and participating at the Meeting.

A shareholder who wishes to appoint a person other than the management nominees identified on the form of proxy or voting instruction form, to represent him, her or it at the Meeting may do so by inserting such person's name in the blank space provided in the form of proxy or voting instruction form and following the instructions for submitting such form of proxy or voting instruction form. This must be completed prior to registering such proxyholder, which is an additional step to be completed once you have submitted your form of proxy or voting instruction form. If you wish that a person other than the management nominees identified on the form of proxy or voting instruction form attend and participate at the Meeting as your proxy and vote your Shares, including if you are a nonregistered shareholder and wish to appoint yourself as proxyholder to attend, participate and vote at the Meeting, you **MUST** register such proxyholder after having submitted your form of proxy or voting instruction form identifying such proxyholder. Failure to register the proxyholder will result in the proxyholder not receiving a Username to participate in the Meeting. Without a Username, proxyholders will not be able to attend, participate or vote at the Meeting. To register a proxyholder, shareholders **MUST** send an email to issuename@odysseytrust.com and provide Odyssey Trust Corporation Inc. ("**Odyssey**") with their proxyholder's contact information, amount of shares appointed, name in which the shares are registered if they are a registered shareholder, or name of broker where the shares are held if a beneficial shareholder, so that Odyssey may provide the proxyholder with a Username via email.

Your vote is important regardless of the number of Nabis shares you own. Registered Nabis shareholders who are unable to attend the Meeting, or any postponement or adjournment thereof, in person are requested to complete, date, sign and return the enclosed form of proxy or, alternatively, to vote by telephone, or over the Internet, in each case in accordance with the enclosed instructions. To be used at the Meeting, the completed proxy form must be deposited at the office of Odyssey using one of the following methods: (a) complete, date and sign the Proxy and return it to the Corporation's transfer agent, Odyssey, by fax within North America at 800.517.4553, or by mail or by hand delivery to 350-409 Granville St, Vancouver British Columbia, V6C 1T2 (b) use a touch-tone phone to transmit voting choices to the toll free number given in the Proxy. Registered shareholders who choose this option must follow the instructions of the voice response system and refer to the enclosed proxy form for the toll free number, the holder's account number and the proxy access number; or (c) log on to Odyssey's website at, www.odysseytrust.com. Registered shareholders must follow the instructions that appear on the screen and refer to the enclosed proxy form for the holder's account number and the proxy access number. Whatever method a Registered Shareholder chooses to submit their proxy they must ensure that the proxy is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or the adjournment thereof. **Late proxies may be accepted or rejected by the Chair of the Meeting in his discretion.**

Non-registered Nabis shareholders who receive these materials through their broker or other intermediary should complete and send the form of proxy or voting instruction form in accordance with the instructions provided by their broker or intermediary.

DATED at Vancouver, British Columbia, this 30th day of August, 2021.

BY ORDER OF THE BOARD

"Bruce Langstaff"

Bruce Langstaff
Executive Chairman