

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**  
**217 Queen Street West, Suite 401**  
**Toronto, Ontario, M5V 0R2**

**NOTICE IS HEREBY GIVEN** that the annual and special meeting (the “**Meeting**”) of shareholders of Copland Road Capital Corporation (the “**Corporation**” or “**Copland Road**”) will be held on December 13, 2022 at 10:00 a.m. (Eastern time), at 217 Queen Street West, Suite 401, Toronto, Ontario, M5V 0R2, for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for years ended December 31, 2021 and December 31, 2020 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, with or without variation, a special resolution (the “**Arrangement Resolution**”), to approve a statutory plan of arrangement (the “**Plan of Arrangement**” or “**Arrangement**”) under Division 5 of Part 9 of the *Business Corporations Act* (British Columbia), which involves, among other things, the distribution of common shares of each of: Bothwell Road Capital Corp. (“**Bothwell Road**”), Broomloan Road Capital Corp. (“**Broomloan Road**”), Edmiston Drive Capital Corp. (“**Edmiston Drive**”), Goram Capital Corp. (“**Goram**”) and James Bell Capital Corp. (“**James Bell**”) to current shareholders of Copland Road on the basis of:
  - (a) point two five (.25) Bothwell Road common shares;
  - (b) point two five (.25) Broomloan Road common shares;
  - (c) point two five (.25) Edmiston Drive common shares;
  - (d) point two five (.25) Goram common shares; and
  - (e) point two five (.25) James Bell common sharesper common share of the Corporation, held, all as more particularly described in the accompanying management information circular of the Corporation; and
5. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

The full text of the resolutions referred to in item 4 above are attached to this notice of Meeting as Exhibit ‘A’.

A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his, her or its duly executed form of proxy with the Corporation’s transfer agent and registrar, Odyssey Trust Corporation Inc. (“**Odyssey**”), at 350-409 Granville St, Vancouver British Columbia, V6C 1T2 not later than 10:00 a.m. (Eastern time) on December 9, 2022 or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays 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 Copland Road has by resolution fixed the close of business on November 11, 2022 as the record date, being the date for the determination of the registered holders of common shares of Copland Road entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof.

## 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 Ontario and the City of Toronto, shareholders are being discouraged from attending the Meeting 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 November 14, 2022 of Copland Road.**

The accompanying management information circular and form of proxy 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 and special meeting. The enclosed form of proxy is solicited by management of Copland Road. Copies of the Arrangement Resolution, the arrangement agreement (including the Plan of Arrangement), the interim order and the notice of hearing for final order are attached to the accompanying management information circular as Exhibit 'A' to the Notice, Schedules "B", "C" and "D", respectively. Registered holders of common shares of Copland Road have a right of dissent in respect of the proposed Plan of Arrangement and have a right to be paid the fair value of their common shares of Copland Road. The dissent rights are described in the accompanying management information circular and a copy of statutory provisions is attached to the management information circular as Schedule "E". Failure to strictly comply with the required procedure may result in the loss of any right of dissent.

Additional information about Copland Road and its consolidated financial statements are also available on Copland Road's profile at [www.sedar.com](http://www.sedar.com).

**DATED** at Vancouver, British Columbia, this 14<sup>th</sup> day of November, 2022.

**BY ORDER OF THE BOARD**

*"Bruce Langstaff"*

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Bruce Langstaff  
Executive Chairman

**EXHIBIT 'A'**  
**RESOLUTIONS OF THE SHAREHOLDERS**  
**OF**  
**COPLAND ROAD CAPITAL CORPORATION**  
**APPROVAL OF ARRANGEMENT**

**“BE IT RESOLVED THAT:**

1. the arrangement (as the same may be, or may have been, amended, modified or supplemented, the “**Arrangement**”) involving Copland Road Capital Corporation (the “**Corporation**”) under Division 5 of Part 9 of the *Business Corporations Act* (British Columbia) (the “**BCBCA**”), all as more particularly described and set forth in the plan of arrangement (as it may be modified, or amended, the “**Plan of Arrangement**”) attached as Schedule “B” to the management information circular of the Corporation dated November 14, 2022 (the “**Circular**”) accompanying the Notice of Annual and Special Meeting, is hereby approved and agreed to;
2. the arrangement agreement between the Corporation, Bothwell Road Capital Corp., Broomloan Road Capital Corp., Edmiston Drive Capital Corp., Goram Capital Corp. and James Bell Capital Corp. and accompanying Plan of Arrangement be and is hereby ratified and approved, subject to such additions, deletions and amendments thereto that may be made and consented to by any one director or officer of the Corporation;
3. notwithstanding that these resolutions have been passed (or that the Arrangement has been approved and agreed to by the shareholders or approved by the Supreme Court of British Columbia), the management of the Corporation, without further notice to, or approval of, the securityholders of the Corporation, is hereby authorized and empowered to (A) amend, modify or supplement the Arrangement, to the extent permitted by the Plan of Arrangement, and (B) subject to the terms of the Arrangement, to determine not to proceed with the Arrangement at any time prior to the Arrangement becoming effective pursuant to the provisions of the BCBCA;
4. any one director or officer of the Corporation be and is hereby authorized and directed, for and on behalf of the Corporation (whether under corporate seal or otherwise), to execute and deliver, or cause to be executed and delivered, and any and all other documents, agreements and instruments and to perform, or cause to be performed by, such other acts and things, as in such person’s opinion may be necessary or desirable to give full effect to these resolutions and the matters authorized hereby, including the transactions required or contemplated by the Arrangement, such determination to be conclusively evidenced by the execution and delivery of such documents or other instruments or the doing of any such act or thing; and
5. all actions heretofore taken by or on behalf of the Corporation in connection with any matter referred to in any of the foregoing resolutions which were in furtherance of the Arrangement are hereby approved, ratified and confirmed in all respects.”