

**CAPTOR CAPITAL CORP.
NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON JANUARY 18th, 2018**

NOTICE IS HEREBY GIVEN that the Annual and Special Meeting of the Shareholders (the “Meeting”) of Captor Capital Corp. (the “Corporation”) will be held at 4 Kings Street West, Suite 401, Toronto, Ontario on Thursday, the 18th day of January, 2018 at the hour of 4:00 p.m. (Toronto time) for the following purposes:

1. To receive the audited financial statements of the Corporation for the year ended March 31, 2017, together with the report of the auditors thereon;
2. To elect directors;
3. To appoint auditors and to authorize the directors to fix their remuneration;
4. To consider and, if thought fit, pass with or without variation, an ordinary resolution ratifying and confirming the 10% “rolling” stock option plan of the Corporation;
5. To consider, and if deemed appropriate, pass with or without variation, a special resolution authorizing the board of directors of the Corporation to consolidate the common shares of the Corporation on the basis of one (1) new common share for up to twenty (20) old common shares and amend the Corporation’s Articles accordingly; and
6. To transact such other business as may properly come before the Meeting or any adjournment thereof.

This notice is accompanied by a form of proxy and a management proxy circular. The Corporation’s audited consolidated financial statements for the fiscal year ended March 31, 2017 and a request form for shareholders who would like to receive the Corporation’s financial statements and related management’s discussion and analysis in respect of its current fiscal year was recently mailed to shareholders (if it was requested to be sent).

The board of directors has fixed the close of business on December 18, 2017 as the record date for the determination of holders of common shares entitled to notice of the Meeting and any adjournments thereof.

Shareholders are referred to the Information Circular for more detailed information with respect to the matters to be considered at the meeting and for the full text of any special resolutions. A special resolution must be passed by not less than two-thirds of the votes cast by shareholders who vote in respect of the resolution. An ordinary resolution must be passed by more than 50% of the votes cast by shareholders who vote in respect of the resolution.

Shareholders who are unable to attend the meeting in person are requested to complete, date, sign and return the enclosed form of proxy or voting instruction form (“**VIT**”) so that as large a representation as possible may be had at the meeting. To be effective, the form of proxy must be received at the offices of 100 Adelaide Street West, Suite 301, Toronto, Ontario M5H 4H1; by not later than 4:00 p.m. (Toronto time) on Tuesday January 16th, 2017 or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays or holidays, preceding the time of such adjourned Meeting. No-registered shareholders must deliver their completed proxy or VIF in accordance with the instructions given by their financial institution or other intermediary that forwarded it to them.

DATED at Toronto, Ontario, this 15th day of December, 2017.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) “John Zorbas”

John Zorbas
President