

**CAPTOR CAPITAL CORP.
4 KING STREET WEST
SUITE 401
TORONTO, ONTARIO M5H 1B6**

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual meeting of the shareholders (the "**Meeting**") of Captor Capital Corp. (the "**Corporation**") will be held at 4 King Street West, Suite 401, Toronto, Ontario M5H 1B6 on, the 18th day of December, 2020 at 10:00 a.m. (Toronto time) for the following purposes:

- (a) to fix the number of directors at five (5);
- (b) to elect directors for the ensuing year;
- (c) to appoint auditors and to authorize the directors to fix their remuneration;
- (d) 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 ten (10) old common shares and amend the Corporation's Articles accordingly; and
- (e) to transact such further or 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 information circular.

The nature of the business to be transacted at the Meeting is described in further detail in the Information Circular under the section "Matters to be Acted Upon" and at www.capitaltransferagency.ca. The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting is November 6, 2020 (the "**Record Date**"). Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof.

Voting

All Shareholders are invited to attend the Meeting and may attend in person or may be represented by proxy.

FORM OF PROXY FOR REGISTERED SHAREHOLDERS

Completed proxies, for Registered Shareholders, must be returned to Capital Transfer, the Corporation's transfer agent, (i) by mail to Capital Transfer, Capital Transfer Agency 390 Bay Street, Suite 920, Toronto, Ontario M5H 2Y2; or (ii) by facsimile at (416) 350-5008; or (iii) via email to info@capitaltransferagency.com; or (iv) by internet at <https://shareholderaccountingsoftware.com/cap/pxlogin>; or by 10:00 am (Eastern time) December 16, 2020, being the date that is not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof (the "**Proxy Deadline**").

VOTING INSTRUCTION FORMS FOR NON-REGISTERED SHAREHOLDERS

Non-Registered Shareholders, who have not waived the right to receive the Proxy-Related Materials will either: (i) receive a voting instruction form; or (ii) be given a proxy which has already been signed by the intermediary (typically by a facsimile, stamped signature) which is restricted to the number of Common Shares beneficially owned by the Non-Registered Shareholder but which is otherwise not completed.

Non-Registered Shareholders should carefully follow the instructions that accompanying the voting instruction form or the proxy, including those indicating when and where the voting instruction form or the proxy is to be delivered. Voting instructions must be deposited by the Proxy Deadline, however your voting instruction form may provide for an earlier date in order to process your votes in a timely manner. Voting instruction forms permit the completion of the voting instruction form online or by telephone. A Non-Registered Shareholder wishing to attend and vote at the Meeting in person should follow the corresponding instructions on the voting instruction form or, in the case of a proxy, strike out the names of the persons named in the proxy and insert the Non-Registered Shareholder's name in the space provided.

DATED this 12th day of November, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "*John Zorbas*"
John Zorbas, Chief Executive Officer

DATED at Toronto, Ontario as of the 12th day of November, 2020.

BY ORDER OF THE BOARD

(signed) *John Zorbas*
John Zorbas
President