

**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 and special meeting (the “**Meeting**”) of the shareholders of Captor Capital Corp. (the “**Corporation**”) will be held at 4 King Street West, Suite 401, Toronto, Ontario M5H 1B6 on, the 12th day of October, 2023 at 10:00 a.m. (Toronto time) for the following purposes:

- (a) to receive and consider the audited consolidated financial statements of the Corporation as at and for the year ended March 31, 2023, together with the report of the auditors thereon, and the interim consolidated financial statements of the Corporation as at and for the period ended June 30, 2023;
- (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 advisable, to pass, with or without variation, an ordinary resolution to approve the stock option plan of the Corporation and the unallocated entitlements thereunder, as more particularly described under the heading “Particulars of Matters to be Acted Upon – Re-Approval of Option Plan” in the Circular;
- (e) to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution to approve a restricted share unit plan for the Corporation as more particularly described under the heading “Particulars of Matters to be Acted Upon – Approval of RSU Plan” in the Circular; and
- (f) 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 “**Circular**”), which management information circular is deemed to form part of this notice.

The nature of the business to be transacted at the Meeting is described in further detail in the Circular under the section "Particulars of Matters to be Acted Upon". The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting is August 28, 2023 (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.

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

The Corporation will be using the notice-and-access model provided under National Instrument 51-102 – *Continuous Disclosure Obligations* and National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**Notice and Access**") for the delivery of the Circular and other related materials for the Meeting (the "**Meeting Materials**") to Shareholders. Under Notice and Access, instead of receiving printed copies of the Meeting Materials, Shareholders receive a package in the mail containing: (i) information on the Meeting date, location and purpose; (ii) a form of proxy or voting instruction form so Shareholders can vote their shares; and (iii) information on how they may electronically access the Meeting Materials. However, the Corporation will mail paper copies of the Meeting Materials to those Registered Shareholders and Non-Registered Shareholders (as defined below) who have previously elected to receive paper copies of the Meeting Materials. The Meeting Materials will be available at <https://capitaltransferagency.com/agm-sm> on or about September 6, 2023 and will remain on the website for one full year thereafter. Meeting Materials are also available upon request, without charge, by calling toll-free 1(844) 499-4482, or can be accessed online on SEDAR at www.sedar.com on or about September 6, 2023.

REGISTERED SHAREHOLDERS

Completed proxies for Registered Shareholders must be returned to Capital Transfer Agency, the Corporation's transfer agent, (i) by mail to 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, in each case by 10:00 am (Eastern time) October 10, 2023, being the time 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 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) any adjournments or postponements thereof (the "**Proxy Deadline**").

NON-REGISTERED SHAREHOLDERS

Non-Registered Shareholders 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 28th day of August, 2023.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "*John Zorbas*"

John Zorbas, Chief Executive Officer