

BELGRAVIA
CAPITAL INTERNATIONAL

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF
SHAREHOLDERS
TO BE HELD ON JUNE 27, 2019**

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of the holders (“**Shareholders**”) of common shares of Belgravia Capital International Inc. (the “**Company**” or “**Belgravia Capital**” or “**Belgravia**”) will be held at the offices of DLA Piper LLP, 100 King Street West, 60th Floor, Toronto, Ontario, M5X 1E2 on Thursday, June 27, 2019 at 2:00 p.m. (EST), for the following purposes:

1. receiving the Company’s consolidated audited financial statements for the fiscal year ended December 31, 2018, together with the report of the auditor thereon;
2. electing the Company’s board of directors for the ensuing year;
3. appointing Davidson & Company LLP as auditor for the ensuing year and to authorize the directors to fix the auditor’s remuneration;
4. considering and, if deemed appropriate, pass, with or without variation, an ordinary resolution re-approving the Corporation’s stock option plan, as more fully described in the accompanying management information circular dated May 24, 2019 (the “Circular”);
5. considering and, if deemed appropriate, pass, with or without variation, an ordinary resolution re-approving the Advance Notice By-law of the Company, which sets out advance notice requirements for director nominations, as more fully described in the Circular;
6. considering and, if deemed appropriate, pass, with or without variation, an ordinary resolution approving the Company’s shareholder rights plan agreement dated October 17, 2018, as more fully described in the Circular;
7. considering and, if deemed appropriate, pass, with or without variation, a special resolution authorizing and approving (i) the continuance of Belgravia Capital from the Canada Business Corporations Act (“CBCA”) to the Business Corporations Act (British Columbia) (“BCBCA”) (the “Continuance”), (ii) concurrently with and conditionally upon the Continuance, the amendment of the Company’s current Articles of Incorporation and bylaws under the CBCA to make all changes necessary to conform to the BCBCA, and (iii) concurrently with and conditionally upon the Continuance, the amendment of the Company’s articles of incorporation (the “Name Change”) to modify the name of the Company from “Belgravia Capital International Inc.” to such other name as the Board may decide in its discretion, as required, to make all changes necessary to conform to the BCBCA; and
8. conducting such other business as may properly come before the Meeting or any adjournment thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the Circular. The Circular is deemed to form part of this notice of Meeting. Belgravia Capital is using the notice and access (“**Notice and Access**”) method for delivering this notice and the Circular to Shareholders. As described in the Notice and Access notification mailed to Shareholders, this notice and the Circular will be available on the Belgravia Capital website at <http://www.belgraviacapital.ca/annualmeeting2019/> and on SEDAR under Belgravia Capital’s profile at www.sedar.com. Alternatively, you may request a copy of this notice and the

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Circular be mailed to you by calling the toll-free telephone in North American at 1-888-307-0985 or outside North American at 647-715-0985.


Section 190 of the CBCA provides that a registered Shareholder of the Company who validly exercises the Right of Dissent from the Continuance Resolution, will be entitled, if the Continuance is completed, to be paid the fair value of the dissenting Shareholder's Common Shares determined in accordance with the provisions of Section 190 of the CBCA. This right is described in detail in the accompanying Circular under the heading "Dissent Rights". Failure to strictly comply with the requirements of Section 190 of the CBCA may result in the loss of any right of dissent.

We value your opinion and participation in the Meeting as a shareholder of the Company. Please read the Circular carefully before you vote on the matters being transacted at the Meeting. It is important that you exercise your vote, either in person at the Meeting, by telephone, internet, using your Smartphone or by completing and returning the form of proxy or voting instruction form.

As provided in the CBCA, shareholders registered on the books of the Company at the close of business on May 15, 2019, are entitled to notice, and to vote at the Meeting. To be effective, the form of proxy or voting instruction form must be deposited with the Company's transfer agent, Computershare Trust Company of Canada by 2:00 pm (EST) on June 25, 2019, or not later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time set for the Meeting or any adjournment thereof.

DATED at Toronto, Ontario as of the 24th day of May 2019.

By Order of the Board of Directors



Mehdi Azodi
Chief Executive Officer