

HIGH FUSION INC.
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NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the annual and special meeting (the "**Meeting**") of shareholders (the "**Shareholders**") of High Fusion Inc. ("**High Fusion**" or the "**Corporation**") will be held at 77 King Street West, Suite 2905, Toronto Ontario on May 1, 2023, at 10:00 a.m. (Toronto time), for the following purposes:

- (1) to receive the consolidated financial statements of High Fusion for its fiscal years ended July 31, 2022 and 2021 and reports of the auditor thereon, and related MD&A;
- (2) to elect the directors of High Fusion for the ensuing year;
- (3) to appoint BF Borgers CPA PC, Certified Public Accountants as the auditor of High Fusion for the ensuing year and to authorize the directors to fix the auditor's remuneration;
- (4) to consider and, if thought fit, and conditional upon and effective as of the completion of the Name Change, to pass, with or without variation, a special resolution ("**Continuance Resolution**"), the full text of which is set forth as Schedule "E", to authorize and approve the continuation of the Corporation ("**Continuance**") from a company incorporated under the federal laws of Canada to a corporation continued under the laws of British Columbia, including the adoption of new articles and notice of articles, which articles will effect an amendment of the existing articles of High Fusion;
- (5) to consider and, if thought fit, approve a special resolution (the "**Name Change Resolution**"), substantially in the form set out in Schedule "D" of the Circular, authorizing an amendment to the articles of the Corporation to change the name of the Corporation to "Vertical Peak Holdings Inc." or such other name as is acceptable to the Corporation and the Canadian Securities Exchange ("**Name Change**");
- (6) to consider and, if thought fit, to pass, with or without variation, a special resolution, the full text of which is set forth as Schedule "A" to the Circular that will be provided in connection with the Meeting (the "**Circular**") to approve a statutory plan of arrangement under sections 288 to 299 of the Business Corporations Act (*British Columbia*), which involves, among other things, (i) an amendment to the capital structure of High Fusion and (ii) the distribution of common shares in the capital of Neural to the current holders of Corporation's subordinate voting shares ("**High Fusion SVS**") and High Fusion multiple voting shares ("**High Fusion MVS**") on a pro-rata basis, based on the number of votes held by each of the High Fusion SVS and High Fusion MVS holders, all as more particularly described in the Circular; and
- (7) to transact such other business as may properly come before the Meeting or any adjournment thereof.

Notice-and-Access

This year, as described in the notice and access notification mailed to Shareholders of High Fusion, High Fusion has decided to deliver the Meeting materials to Shareholders by posting the Meeting materials on the following website: www.high-fusion.com (the "**Website**"). The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and it will also reduce High Fusion's printing and mailing costs. The Meeting materials will be available on the Website as of the day of mailing which is currently scheduled for March 31, 2023, and will remain on the Website for one full year thereafter. The Meeting materials will also be available on SEDAR at www.sedar.com. Shareholders should review the Meeting materials before voting.

No Shareholders will receive paper copies of the Meeting materials unless they specifically request paper copies. Instead, all Shareholders will receive a notice and access notification which will contain information on how to obtain electronic and paper copies of the Meeting materials in advance of the Meeting. If you wish to receive a paper copy of the Meeting

materials or have questions about notice-and-access, please call Odyssey Trust Company ("**Odyssey**"), toll free at 1-888-290-1175 or online via www.odysseycontact.com. In order to receive a paper copy in time to vote before the Meeting, your request should be received by April 10, 2023.

A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment or postponement thereof in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment or postponement thereof. To be effective, the enclosed proxy must be mailed so as to reach or be deposited at the office of the registrar and transfer agent of High Fusion, Odyssey by mail at: Odyssey Trust Company, 702, 67 Yonge Street, Toronto, ON, M5E 1J8, by fax to 1-888-290-1175 or email to proxy@odysseytrust.com, not later than 48 hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting or any adjournment thereof. Late instruments of proxy may be accepted or rejected by the Chairman of the Meeting in his discretion and the Chairman is under no obligation to accept or reject any particular late instruments of proxy.

To vote by internet, have your form of proxy available when you access the website of Odyssey at <https://login.odysseytrust.com/pxlogin>. You will be prompted to enter your control number which is located on the proxy. You may also appoint a person other than the persons designated on this form of proxy by following the instructions provided on the website.

While as of the date of this Notice, High Fusion intends to hold the Meeting in a physical face-to-face format, High Fusion is continuously monitoring the current COVID-19 outbreak. In light of the rapidly evolving news, guidelines and requirements related to COVID-19, High Fusion asks that, in considering whether to attend the Meeting in person, Shareholders and proxyholders follow, among other things, the instructions of the Public Health Agency of Canada and any applicable additional provincial and local instructions, guidelines and requirements. **All Shareholders are strongly encouraged to vote prior to the Meeting by any of the means described in the Circular, the form of proxy or other materials provided by an intermediary.**

High Fusion reserves the right to take any additional precautionary measures it deems appropriate in relation to the Meeting in response to further developments in respect of the COVID-19 outbreak. Changes to the Meeting date and/or means of holding the Meeting may be announced by way of press release. High Fusion does not intend to prepare or mail an amended Notice and/or Circular in the event of changes to the Meeting date or format.

As provided in the *Canada Business Corporations Act*, the directors have fixed a record date of March 20, 2023. Accordingly, persons who are registered as Shareholders on the books of High Fusion at the close of business on March 20, 2023, are entitled to this Notice and to vote at the Meeting.

If you are a non-registered shareholder and receive these materials through your broker or another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or intermediary.

DATED at Toronto, Ontario this 15th day of March, 2023.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ "Adam Szweras"

Name: Adam Szweras
Title: Chairman of the Board