

GTA FINANCECORP INC.
NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and special meeting (the “**Meeting**”) of the shareholders of **GTA FINANCECORP INC.** (“**GTA**” or the “**Corporation**”) will be held at 200-3310 South Service Road, Burlington, Ontario L7N 3M6 on Wednesday September 15, 2021 at 10:00 am (Toronto time) for the following purposes:

1. to receive the financial statements of the Corporation for the financial year ending March 31, 2021, 2020 and 2019 and the auditor’s reports thereon;
2. (A) to elect the directors of the Corporation to serve from the close of the Meeting (the “**Current Slate**”) until the earlier of: (i) the close of the next annual meeting of shareholders of the Corporation; and (ii) a date determined by the Current Slate, such date to be (x) no earlier than the time of completion of the Corporation’s proposed reverse takeover transaction with Tiidal Gaming Group Inc. (the “**Tiidal Transaction**”) and (y) not later than one business day following the date of completion of the Tiidal Transaction, and, if no such determination is made by the Current Slate, such determination will be deemed to have been made and the date deemed to be determined shall be one business day following the date of completion of the Tiidal Transaction (any such determined time, the “**Change of Board Time**”), as more fully described in the Management Information Circular; and (B) to elect the directors of the Corporation to serve from the Change of Board Time until the close of the next annual meeting of shareholders of the Corporation or until their successors are elected or appointed;
3. to re-appoint Grant Thornton LLP, Chartered Accountants, as the auditor of the Corporation, to hold office until the earlier of the close of the next annual meeting of shareholders of the Corporation and the completion of the Tiidal Transaction, and to authorize the directors of the Corporation to fix the auditor’s remuneration, as more fully described in the management information circular dated August 9, 2021 (the “**Information Circular**”) accompanying this notice of Meeting;
4. to appoint Harbourside CPA, Chartered Accountants, as the auditor of the Corporation, to hold office conditional upon and effective as of the completion of the Tiidal Transaction, and to authorize the directors of the Corporation to fix the auditor’s remuneration, as more fully described in the Information Circular accompanying this notice of Meeting;
5. to consider and, if deemed appropriate, to pass, with or without variation, a special resolution approving the amendment of the articles of the Corporation to change the name of the Corporation to “Tiidal Gaming Group Corp.” or such other name deemed appropriate to the board of the Corporation or as may be required or permitted by the regulatory authorities, as more fully described in the Information Circular;
6. to consider and, if deemed appropriate, to pass, with or without variation, a special resolution approving an amendment to the articles of the Corporation to reflect the consolidation of the issued and outstanding common shares in the capital of the Corporation (the “**Common Shares**”) on the basis of one (1) post-consolidation Common

Share for every 11.2678 pre-consolidation Common Shares, as more fully described in the Information Circular;

7. to consider and, if deemed advisable, to pass, with or without variation, a resolution confirming and approving the stock option plan of the Corporation and the amendment thereto; and
8. to transact such other business as may be properly brought before the meeting or any adjournment thereof.

An “**ordinary resolution**” is a resolution passed by at least a majority of the votes cast by Shareholders who voted in respect of that resolution at the Meeting.

A “**special resolution**” is a resolution passed by not less than two-thirds (2/3) of the votes cast by Shareholders who voted in respect of that resolution at the Meeting.

The nature of the business to be transacted at the Meeting is described in further detail in the Circular under the section entitled *Matters to be Acted Upon*.

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is August 3, 2021 (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 adjournment or postponement thereof.

Notice-and-Access

The Corporation is utilizing the notice-and-access model (“**Notice-and-Access**”) provided for under recent amendments to National Instrument 54-101 for the delivery of meeting materials to its shareholders for its Meeting of shareholders. Under Notice-and-Access, instead of receiving printed copies of the Corporation’s management information circular (“**Information Circular**”), financial statements for the years ended March 31, 2021 and 2020 and 2019 and management’s discussion and analysis (collectively, the “**Meeting Materials**”), shareholders are receiving this notice with information on how they may access such Meeting Materials electronically. However, together with this notice, shareholders continue to receive a proxy (in the case of registered shareholders) or voting instruction form (in the case of non-registered shareholders), enabling them to vote at the Meeting. The Corporation has adopted this alternative means of delivery in order to further its commitment to environmental sustainability and to reduce its printing and mailing costs.

Accessing Meeting Materials Online

The Meeting Materials can be viewed online under the Corporation's profile at www.sedar.com and <https://docs.tsxtrust.com/2264>.

Requesting Printed Meeting Materials

Shareholders can request that printed copies of the Meeting Materials be sent to them by postal delivery at no cost to them up to one year from the date the Information Circular was filed on SEDAR. *Registered shareholders* may make their request by calling TSX Trust at 1-866-600-5869.

To receive the Meeting Materials in advance of the proxy deposit date and Meeting Date, requests for printed copies must be received at least five business days in advance of the proxy deposit date and time set out in the accompanying proxy or voting instruction form.

Stratification

GTA will not use procedures known as "stratification" in relation to the use of Notice-and-Access model. Stratification occurs when a reporting issuer using the Notice-and-Access model provides a paper copy of the Circular to some Shareholders with this package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access model, which will not include a paper copy of the Circular.

Voting Process

Registered Shareholders at the close of business on August 3, 2021 may vote in person at the Meeting or by proxy as follows:

On the internet: Go to the website indicated on the proxy form and follow the instructions on the screen. If you return your proxy via the internet, you can appoint another person, who need not be a shareholder, to represent you at the Meeting by inserting such person's name in the blank space provided on the form of proxy. Complete your voting instructions and date and submit the form. Make sure that the person you appoint is aware that he or she has been appointed, and attends the Meeting.

By mail: Complete the form of proxy and return it in the envelope provided. If you return your proxy by mail, you can appoint another person, who need not be a shareholder, to represent you at the Meeting by inserting such person's name in the blank space provided in the form of proxy. Complete your voting instructions and date and sign the form. Make sure that the person you appoint is aware that he or she has been appointed, and attends the Meeting.

The deadline for receiving duly completed and executed forms of proxy or submitting your proxy by mail or over the internet is by 10:00 am (Eastern Daylight Time) on September 13, 2021, or no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of any adjourned or postponed Meeting.

Non-Registered Shareholders may vote or appoint a proxy using their voting instruction form at least forty-eight hours in advance of the proxy deposit deadline noted on the form. You should carefully follow the instructions of your intermediary, including those regarding when and where the proxy or voting instruction form is to be delivered.

For Any Questions

Shareholders with questions about Notice and Access can contact TSX Trust at 1-866-600-5869.

DATED at Burlington, Ontario this 9th day of August 2021.

BY ORDER OF THE BOARD OF DIRECTORS OF
GTA FINANCECORP INC.

“Peter M. Clausi”

President, Chief Executive Officer and Director