

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of holders of common shares of Matica Enterprises Inc. (“**Matica**”) will be held at 44 Victoria Street, Suite 1102, Toronto, Ontario, on Friday, June 30, 2017 at 10:30 a.m. (EDT). At the Meeting, holders of Matica common shares will be asked to:

1. receive the audited financial statements of Matica for its fiscal years ended December 31, 2016 and December 31, 2015 and the reports of the auditors thereon;
2. fix the number of directors of Matica to be elected at the Meeting at three (3);
3. elect directors of Matica for the ensuing year;
4. consider and, if thought fit, approve by ordinary resolution, the continuation of the stock option plan, as more particularly set out in the section of the information circular entitled “Continuation of the Stock Option Plan”;
5. appoint UHY McGovern Hurley LLP, Chartered Accountants, as Matica’s auditor for the ensuing year and authorize the directors to determine the remuneration to be paid to the auditor;
6. act upon such other matters, including amendments to the foregoing, as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

The Information Circular and the appendices thereto are deemed to form part of this Notice of Meeting.

Registered holders of Matica common shares who are unable to attend the Meeting in person and who wish to ensure their securities will be voted at the Meeting are requested to date, complete and sign the enclosed form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in this Information Circular. To be effective, proxies must be received before 10:30 a.m. (EDT) on Wednesday June 28, 2017 or if the Meeting is adjourned or postponed, at least 48 business hours (where “business hours” means hours on days other than a Saturday, Sunday or any other holiday in British Columbia or Ontario) before the time on the date to which the Meeting is adjourned or postponed.

Shareholders who do not hold Matica common shares in their own name must follow the instructions set out in the voting instruction form or the form of proxy provided to the beneficial shareholder by its intermediary, and in the Information Circular to ensure their Matica common shares will be voted at the Meeting. If Matica common shares are held in a brokerage account, then in almost all cases those securities will not be registered in the shareholder’s name on the records of Matica.

DATED at Toronto, Ontario, on May 19, 2017.

BY ORDER OF THE BOARD OF DIRECTORS

“Boris Ziger”

Boris Ziger

Chief Executive Officer and Director