

## EAGLE I CAPITAL CORPORATION

1049 Chilco Street, Suite 405  
Vancouver, BC  
V6G 2R7

### NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

**TAKE NOTICE** that the annual general and special meeting (the “**Meeting**”) of holders (“**Shareholders**”) of common shares (the “**Common Shares**”) in the capital of Eagle I Capital Corporation (the “**Corporation**”) will be held at the offices of Garfinkle Biderman LLP, 1 Adelaide St E, 8<sup>th</sup> Floor, Suite 801, Toronto, Ontario M5C 2V9 and broadcast via teleconference at (416) 874-8100, conference code 5640789 on May 18, 2021 at 11:00 A.M. (Toronto time), as it may be postponed or adjourned.

Accompanying this Notice are materials delivered in connection with the Meeting including:

- the management information circular of the Corporation, dated April 20, 2021 (the “**Circular**”); and
- a form of proxy.

The Meeting will be for the following purposes:

1. to receive and consider the audited financial statements of the Corporation for the financial years ended May 31, 2020 and 2019, together with the report of the auditors thereon;
2. to fix the number of directors of the Corporation to be elected at the Meeting at three (3);
3. to elect the directors of the Corporation to hold office until the close of the next Annual General Meeting;
4. to appoint Stern & Lovrics LLP as the auditor of the Corporation until the earlier of the close of the next annual meeting of shareholders of the Corporation or their earlier resignation or replacement, and to authorize the directors of the Corporation to fix the auditor’s remuneration;
5. to consider and, if deemed appropriate, to pass, with or without variation, a special resolution to adopt new articles for the Corporation (the “**Adoption of New Articles Resolution**”) which would replace the Corporation’s current articles, in accordance with Subsection 259(1)(c) of the *Business Corporations Act* (British Columbia), as more particularly described in the accompanying Circular; and
6. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The full text of resolutions in respect of special business can be found in the Circular.

If you are a Shareholder of record of the Corporation at the close of business on April 13, 2021, you are entitled to receive notice of, participate in, and vote at the Meeting. We encourage you to vote your Common Shares and participate in the Meeting.

**Due to the ongoing concerns related to the spread of the coronavirus (COVID-19) and in order to protect the health and safety of Shareholders, employees, other stakeholders and the community, Shareholders are strongly encouraged to listen to the Meeting via teleconference instead of attending the Meeting in person and to vote on the matters before the Meeting by proxy.**

**We ask that Shareholders also review and follow the instructions of any health authorities of Canada, the Province of Ontario, the City of Toronto and any other place you must travel through to attend the Meeting. Please do not attend the Meeting in person if you are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact has travelled to or from outside of Canada within the 14 days immediately prior to the Meeting or any adjournment thereof. All Shareholders are strongly encouraged to vote by submitting their completed form of proxy (or voting instruction form) prior to the Meeting by one of the means described in the Circular.**

**The Corporation reserves the right to take any additional precautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to further developments in the COVID-19 pandemic and in order to ensure compliance with federal, provincial and local laws and orders including, without limitation: (i) holding the Meeting virtually or by providing a webcast of the Meeting; (ii) hosting the Meeting solely by means of remote communication; (iii) changing the Meeting date and/or changing the means of holding the Meeting; (iv) denying access to persons who exhibit cold or flu-like symptoms, or who have, or have been in close contact with someone who has, travelled to or from outside of Canada within the 14 days immediately prior to the Meeting or any adjournment thereof; and (v) such other measures as may be recommended by public health authorities in connection with gatherings of persons such as the Meeting. Should any such changes to the Meeting format occur, the Corporation will announce any and all of these changes by way of news release, which will be filed under the Corporation's profile on SEDAR at [www.sedar.com](http://www.sedar.com). We strongly recommend that you review the Corporation's profile on SEDAR at [www.sedar.com](http://www.sedar.com) prior to the Meeting for the most current information. In the event of any changes to the Meeting format due to the COVID-19 pandemic, the Corporation will not prepare or mail amended materials in respect of the Meeting.**

The Board has approved the contents of the Circular. Please review the Circular, as it contains important information about the Meeting, the items of business, and explains who can vote and how to vote.

**DATED** April 20, 2021.

**BY ORDER OF THE BOARD**

(signed) "*Michael Lerner*"

Michael Lerner  
Chief Executive Officer, Chief Financial Officer and Director  
Eagle I Capital Corporation