

INDEFINITELY CAPITAL CORP.

1470 - 701 West Georgia Street
Vancouver, British Columbia V7Y 1C6
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NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TO THE SHAREHOLDERS OF INDEFINITELY CAPITAL CORP.:

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of shareholders of Indefinitely Capital Corp. (the “**Company**”) will be held at the office of Clark Wilson LLP, located at 800 – 885 West Georgia Street, Vancouver, BC, on Friday, September 30, 2011, at the hour of 10:00 a.m. (Vancouver time) for the following purposes:

1. to receive the audited financial statements of the Company for the financial year ended January 31, 2011 and accompanying report of the auditors;
2. to appoint Davidson & Company LLP, Chartered Accountants, as the auditors of the Company for the financial year ending January 31, 2012;
3. to authorize the directors of the Company to fix the remuneration to be paid to the auditors for the financial year ending January 31, 2012;
4. to set the number of directors of the Company for the ensuing year at six (6);
5. to elect, individually, Negar Adam, Conrad Clemis, Tanveer Ali, Jason Gigliotti, Graeme Sewell and Jason Shull as the directors of the Company to serve until the next annual general meeting of the shareholders;
6. to consider and, if thought fit, to pass with or without amendment, an ordinary resolution of the shareholders of the Company, exclusive of non-arm’s length parties of the Company, approving the transfer of the listing of the Company’s common shares from the TSX Venture Exchange to the NEX, if necessary, as more particularly described in the accompanying Information Circular; and
7. to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

The board of directors of the Company has fixed August 26, 2011 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company's transfer agent, Computershare Investor Services Inc., 510 Burrard Street, 3rd Floor, Vancouver, BC V6C 3B9, at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your security on your behalf (the "**Intermediary**"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, this 30th day of August, 2011.

By Order of the Board of

INDEFINITELY CAPITAL CORP.

"Negar Adam"

Negar Adam

Chief Executive Officer, Chief Financial Officer, Secretary and Director

PLEASE VOTE. YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE COMPLETE, SIGN AND DATE THE ENCLOSED PROXY FORM OR VOTING INSTRUCTION FORM AND PROMPTLY RETURN IT IN THE ENVELOPE PROVIDED.