



**IC CAPITALLIGHT CORP.
NOTICE OF THE 2020 ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

I am pleased to give you notice that the 2020 annual general and special meeting (the “**Meeting**”) of holders (the “**Shareholders**”) of common shares (the “**Shares**”) of IC Capitalight Corp. (the “**Company**” or “**Capitalight**”) will be held at 130 King Street West, Exchange Tower Suite 1940, Toronto, Ontario, Canada, M5X 2A2 on November 19, 2020 at 10:00 a.m. (Toronto time) for the following purposes:

1. To receive the financial statements of the Company for the fiscal year ended December 31, 2019 and the Auditors’ Report thereon.
2. To elect five (5) directors of the Company, each to hold their offices until the next annual meeting of the Shareholders or until their successors have been duly elected and qualified or until the earlier of their resignation, removal or death.
3. To approve the re-appointment of MNP LLP, Chartered Accountants, as the Company’s auditors for the fiscal year ending December 31, 2020 and to authorize the Board of Directors to fix their remuneration.
4. To ratify, confirm and approve the Company’s new omnibus long-term incentive plan and unallocated awards issuable thereunder.
5. To transact other business as may properly come before the Meeting or any adjournments thereof.

Particulars of the foregoing matters are set forth in the accompanying management information circular of the Company dated October 15, 2020 (the “**Circular**”).

The Board of Directors has fixed the close of business on October 13, 2020 as the record date for the Meeting. Only registered Shareholders at such time are entitled to notice of, and to vote at, the Meeting.

The Company will mail the Circular, the audited financial statements of the Company for the fiscal year ended December 31, 2019, and other related materials of the Meeting (the “**Meeting Materials**”) to Shareholders. The audited financial statements can be viewed on the Company’s website at www.capitalight.co and on the Company’s SEDAR profile at www.sedar.com.

DUE TO COVID PHYSICAL DISTANCING RESTRICTIONS, ALL SHAREHOLDERS ARE ENCOURAGED TO VOTE IN ADVANCE USING THE ENCLOSED FORM OF PROXY SINCE SHAREHOLDERS WILL NOT BE PERMITTED TO PHYSICALLY ATTEND THE MEETING IN PERSON.

Any shareholder that would like to attend the Meeting can join **ELECTRONICALLY** through Zoom using <https://zoom.us/j/3988986319> or by dialing (647) 374-4685 and using meeting code 398 898 6319. All attendees **MUST** obtain the meeting **PASSCODE** prior to login, by advising the Company of your intention to attend the Meeting at least three (3) business days prior to the Meeting date by sending an email that includes your full name and contact information to info@capitalight.co. Shareholders that attend electronically and that have not already voted by proxy will be permitted to vote their Shares during the Meeting by requesting a ballot from the scrutineer at the start of the Meeting.

If you hold your Shares directly (that is, as a registered Shareholder) please complete, date, sign and return the accompanying form of proxy in the enclosed envelope to the TSX Trust Company, 100 Adelaide Street West, Suite 301, Toronto, Ontario, Canada, M5H 4H1, Attention: Proxy Department, by November 17, 2020 at 10:00 a.m. (Toronto time).

If you hold your Shares in "street name", please complete, date and sign the voting instruction form that has been provided by your broker, bank or other nominee and return it in the enclosed envelope in accordance with the instructions provided by your broker, bank or other nominee.

You can also submit your proxy votes online through voteproxyonline.com and using the control number that will be provided on the Proxy/VIF.

The Meeting for which this notice is given may be adjourned without further notice other than announcement at the Meeting or any adjournment thereof. Any business for which notice is hereby given may be transacted at any such adjourned Meeting.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) “Brian Bosse”

Brian Bosse,
Chief Executive Officer and Director