

TRENCHANT CAPITAL CORP.
Suite 1790 - 1066 West Hastings Street
Vancouver, BC V6E 3X1
Telephone: 604.307.4274

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of shareholders of Trenchant Capital Corp. (the “**Company**”) will be held at the offices of Clark Wilson LLP, 900 - 885 West Georgia Street, Vancouver, British Columbia, on Thursday, January 10, 2019, at the hour of 1:00 p.m. (Vancouver time) for the following purposes:

- (1) to receive the audited financial statements of the Company for the fiscal years ended March 31, 2016, March 31, 2017 and March 31, 2018, and the accompanying reports of the auditors;
- (2) to ratify the setting of the number of directors at three (3) for the fiscal year ended March 31, 2016;
- (3) to ratify the setting of the number of directors at three (3) for the fiscal year ended March 31, 2017;
- (4) to set the number of directors of the Company at three (3);
- (5) to ratify the election of Eric Boehnke, John Legg and John Veltheer as directors of the Company for the fiscal year ended March 31, 2016;
- (6) to ratify the election of Eric Boehnke, John Legg and Thomas English as directors of the Company for the fiscal year ended March 31, 2017;
- (7) to elect Eric Boehnke, Thomas English and Jennie Choboter as directors of the Company;
- (8) to ratify, confirm and approve the appointment of Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants, as the auditors of the Company for the fiscal year ending March 31, 2017 and to authorize the directors of the Company to fix the remuneration to be paid to the auditors for the fiscal year ending March 31, 2017;
- (9) to ratify, confirm and approve the appointment of Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants, as the auditors of the Company for the fiscal year ending March 31, 2018 and to authorize the directors of the Company to fix the remuneration to be paid to the auditors for the fiscal year ending March 31, 2018;
- (10) to appoint Dale Matheson Carr-Hilton LaBonte LLP as the auditors of the Company for the fiscal year ending March 31, 2019 and to authorize the directors of the Company to fix the remuneration to be paid to the auditors for the fiscal year ending March 31, 2019;
- (11) to ratify the Company’s Stock Option Plan for the fiscal year ended March 31, 2016, as described in the accompanying information circular (the “**Information Circular**”);
- (12) to ratify the Company’s Stock Option Plan for the fiscal year ended March 31, 2017, as described in the accompanying Information Circular;

- (13) to consider and, if thought fit, to pass an ordinary resolution to ratify the Company's Stock Option Plan for the fiscal year ended March 31, 2018, as described in the accompanying Information Circular;
- (14) to consider and, if thought fit, to pass an ordinary resolution to ratify the holding of the annual general and special meeting for 2018 on January 10, 2019; and
- (15) 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 November 27, 2018 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 vote by proxy by following the instructions provided in the form of proxy 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, or a trustee or administrator of a retirement savings plan, retirement income fund, education savings plan or other similar savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (each, an "**Intermediary**"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, this 11th day of December, 2018.

By Order of the Board of Directors of

TRENCHANT CAPITAL CORP.

"Eric Boehnke"
Eric Boehnke
President, Chief Executive Officer
and Director

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