



**HIGH HAMPTON HOLDINGS CORP.**

8 Wellington St. E., Mezzanine Level  
Toronto, Ontario M5E 1C5

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that the annual and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (“**Common Shares**”) of High Hampton Holding Corp. (the “**Corporation**”) will be held at 8 Wellington St. E., Mezzanine Level, Toronto, Ontario M5E 1C5 on April 12, 2019, at 11:00 a.m. (Toronto time) for the following purposes, all as more particularly described in the enclosed management information circular (the “**Circular**”):

- (a) to receive the audited financial statements of the Corporation for the financial year ended August 31, 2018, and the auditors’ report thereon;
- (b) to elect the directors of the Company for the ensuing year;
- (c) to appoint the auditor and to authorize the directors to fix its remuneration;
- (d) to consider, and if thought advisable, to approve an ordinary resolution approving the Company’s Stock Option Plan, as more particularly described in the Circular;
- (e) to consider, and if thought advisable, to approve an ordinary resolution authorizing an amendment to the Company’s Restricted Stock Unit Plan (the “**RSU Plan**”) to reserve an additional 1,000,000 Common Shares of the Company for issuance under the RSU Plan; and
- (f) to transact such further and other business as may be properly brought before the meeting or any adjournment thereof.

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is February 12, 2019, the close of business on the day immediately preceding the day on which the notice is given (the “**Record Date**”). Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof.

**Voting**

All Shareholders are invited to attend the Meeting and may attend in person or may be represented by proxy. A “beneficial” or “non-registered” Shareholder will not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his/her/its broker; however, a beneficial Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote the Common Shares in that capacity. Only Shareholders as of the Record Date are entitled to receive notice of and vote at the Meeting.

Shareholders who are unable to attend the Meeting in person, or any adjournments or postponements thereof, are requested to complete, date and sign the enclosed form of proxy (registered holders) or voting instruction form (beneficial holders) and return it in the envelope provided. To be effective, the enclosed form of proxy or voting instruction form must be mailed or faxed so as to reach or be deposited with Computershare Limited, the Company’s transfer agent (in the case of registered holders) at 100 University Ave, 8th Floor, Toronto ON, M5J 2Y; Fax: +1 888 453 0330, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof (the **Proxy Deadline**), or to your intermediary (in the case of beneficial holders) with sufficient time for them to file a proxy by the Proxy Deadline. **SHAREHOLDERS ARE REMINDED TO REVIEW THE CIRCULAR BEFORE VOTING.**

**DATED** this 8<sup>th</sup> day of March, 2019.

**BY ORDER OF THE BOARD OF DIRECTORS**

*(Signed) "Fiona Fitzmaurice"*

Fiona Fitzmaurice  
Chief Financial Officer