

**AYLEN CAPITAL INC.  
Suite 2502, Scotia Plaza  
Toronto, Ontario M5H 3Y2**

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS**

**TAKE NOTICE** that a special meeting of the shareholders (the "**Meeting**") of Aylen Capital Inc. (the "**Corporation**") will be held at the offices of Fogler, Rubinoff LLP, 77 King Street West, Suite 3000 Toronto, Ontario, Canada, M5K 1G8 on the 17th day of December, 2020 at 10:00 a.m. (Toronto time) for the following purposes:

1. to consider, and if thought appropriate by the majority of the minority votes of shareholders, pass with or without variation, a special resolution substantially in the form set out in the accompanying management information circular (the "**Circular**") approving the sale of all of the issued and outstanding shares in the capital of Grapevine Analytics Inc. to 177 RDH Inc. (owned by family of the late John D. Pennal) and the acquisition of Loc8 Corp. ("**Loc8**") by way of three-corned amalgamation (the "**Amalgamation**") in accordance to the terms and conditions contained in the acquisition agreement between the Corporation, Loc8, 2774951 Ontario Limited, John Pennal and Grapevine Analytics Inc. dated September 2, 2020, a copy of which is appended as Schedule "G" to the Circular (the "**Sale and Amalgamation Resolution**");
2. to consider, and if thought advisable, approve, with or without amendment, a special resolution conditional on and to take effect only in the event the Sale and Amalgamation Resolution is passed, the change of name of the Corporation from "Aylen Capital Inc." to "DeepSpatial Inc." or such other name as may be selected by the board of directors of the Corporation, and to prepare and file an amendment to the articles of the Corporation in connection therewith;
3. to consider, and if thought advisable, approve, with or without amendment, a special resolution conditional on and to take effect only in the event the Sale and Amalgamation Resolution is passed, the consolidation of the Corporation's common shares on the basis of one (1) post-consolidation share for up to every four (4) pre-consolidation common shares outstanding;
4. to consider, and if thought advisable, approve with or without amendment, an ordinary resolution conditional on and to take effect only in the event the Sale and Amalgamation Resolution is passed, to fix the number of directors at four (4) and to elect Rahul Kushwah, Sheldon Kales, Tomas Sipos and Nandan Mishra as directors of the Corporation for the ensuing year; and
5. to transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereto.

### Record Date and Meeting Materials

The board of directors of the Corporation have fixed November 2, 2020 as the record date for the determination of shareholders entitled to notice of, and to vote at the Meeting, and any adjournment thereof. This Notice is accompanied by a form of proxy and the Circular.

### Quorum

A quorum for the Meeting will consist of one or more persons, present in person or represented by proxy, holding in the aggregate not less than 10% of the votes attached to all outstanding Common Shares entitled to vote at the Meeting. If a quorum is present at the opening of the Meeting, the shareholders present or represented by proxy may proceed with the business of the Meeting notwithstanding that a quorum is not present throughout the Meeting. If a quorum is not present at the opening of the Meeting, the Meeting may be adjourned.

### Proxy

Shareholders who are unable to attend the Meeting in person are requested to complete, date, sign and return the enclosed form of proxy so that as large a representative as possible may be had at the Meeting. To be valid, the proxy must be received by the Corporation before 10:00 a.m. (Toronto time) on December 15, 2020 or delivered to the President and Chief Executive Officer on the day of the Meeting or any adjournment thereof.

**DATED** at Toronto, Ontario this 13th day of November, 2020.

**BY ORDER OF THE BOARD OF DIRECTORS**

(signed) "*Richard Sutin*"

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Richard Sutin

President and Chief Executive Officer

**IMPORTANT NOTE:** The Corporation is monitoring the COVID-19 situation and is sensitive to the health concerns that our shareholders, employees and other potential Meeting attendees may have, as well as the restrictions and recommendations that have been and may be imposed by federal, provincial and local governments, including those relating to social distancing and the maximum size of public gatherings. In light of the current restrictions, it is expected that our directors and our officers will not attend the meeting in person.

We strongly encourage all shareholders not to attend the Meeting in person. The Corporation reserves the right to take any precautionary measures it deems appropriate in relation to the physical meeting and access to its premises.

Shareholders should be aware that it is entirely possible the Corporation will be unable to permit them to attend the physical Meeting. We recommend that shareholders submit a form of proxy or voting instruction form in advance of the Meeting in a timely fashion as described in the accompanying Circular. Due to the likelihood of restrictions in the number of attendees, we also recommend that shareholders not appoint a proxyholder to participate in and vote during the Meeting other than the management representatives named in the accompanying Circular.