

# **SPIRIT BEAR CAPITAL CORP.**

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

NOTICE is hereby given that the Annual and Special Meeting (the “**Meeting**”) of Spirit Bear Capital Corp. (the “**Company**”) will be held at to be held at 610-815 West Hastings Street, Vancouver, BC V6C 1B4, on July 15, 2014 at 10:00 a.m. (Vancouver Time) and at any adjournment thereof (the “**Meeting**”), for the following purposes:

1. to receive and consider the audited financial statements of the Company for the most recently completed financial year ended January 31, 2014 together with the auditor's report thereon;
2. to appoint Davidson and Company LLP, as auditors for the Company for the ensuing year and to authorize the directors of the Company to fix the remuneration to be paid to the auditors;
3. to set the number of directors of the Company for the ensuing year at three persons;
4. to elect the directors of the Company to hold office until the next annual general meeting of the Company, or until such time as their successors are duly elected or appointed in accordance with the Company’s constating documents, as more particularly described in the accompanying Management Information Circular (the “**Circular**”);
5. to consider, and if thought appropriate, to ratify and approve the existing 10% rolling Option Plan as more particularly described in the accompanying Circular;
6. to consider, and if thought appropriate, to approve the cancellation of certain "seed shares" of Company, in the event the Qualifying Transaction is not completed by August 12, 2014 (or such later delisting date as may be approved by the TSX Venture Exchange (the “**TSXV**”)), as more fully described in the Circular;
7. to consider, and if thought appropriate, to approve the transfer of the common shares of the Company to the NEX trading board of the TSXV in the event the Proposed Qualifying Transaction is not completed by August 12, 2014 (or such later delisting date as may be approved by the TSXV), as more fully described in the Circular; and
8. to transact such other business as may properly come before the Meeting and any adjournment thereof.

The Circular accompanies this Notice and contains details of the matters to be considered at the Meeting. The Board of Directors of the Company has fixed June 13, 2014 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting. Each registered shareholder at the closing of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out on the accompanying Circular.

**Registered Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of proxy and in the Circular.**

**Non-registered shareholders who received this Notice and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administrated retirement saving plan, retirement income fund, education savings plan or other similar self-administrated**

**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 (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 18<sup>th</sup> day of June, 2014.

BY ORDER OF THE BOARD OF DIRECTORS

“Michael Waldkirch”

Michael Waldkirch  
CEO, CFO, Corporate Secretary and Director