

SPIRIT BEAR CAPITAL CORP.
Suite 303, 750 West Pender Street
Vancouver, British Columbia V6C 2T7
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NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an Annual General and Special Meeting of the shareholders (the “**Meeting**”) of Spirit Bear Capital Corp. (the “**Company**”) will be held on Thursday, March 8, 2018, at the offices of McMillan LLP, Suite 1500, 1055 West Georgia Street, Vancouver, British Columbia V6E 4N7 at 10:00 am. (Vancouver time) for the following purposes:

1. to receive the audited financial statements of the Company for the two consecutive annual financial periods ended January 31, 2016 and January 31, 2017, and the related auditor’s report thereon; as well as the unaudited financial statements for the nine-month financial period ended October 31, 2017;
2. to consider and, if deemed advisable, to pass with or without variation, an ordinary resolution to authorize and approve setting the number of directors to be elected to the Board of Directors of the Company (the “**Board**”) at three (3);
3. to elect the directors to the Board as set out in the Information Circular (the “**Circular**”) accompanying this notice of meeting;
4. to appoint the auditor of the Company for the ensuing year and to authorize the directors to fix the auditor’s remuneration; and
5. to consider, and if thought fit, to pass the ordinary resolution to approve the change of name of the Company to “**FinX Blockchain Solutions Inc.**”, or such other name as the Board may choose, acting in the best interests of the Company, as such resolution is described in more detail in the Circular, and which change of name relates to certain matters being conditional upon the completion of the Company’s “Qualifying Transaction” (as such term is defined in Policy 2.4 (the “**Policy**”)) with FinX Solutions Inc.;
6. to consider, and if thought fit, to pass the special resolution to approve the alteration to the Articles of the Company to add to Article 14 – *Election and Removal of Directors*, a new Section 14.12 – *Nomination of Directors*, the full text of such new section being set out in Schedule A to the Circular; and such alteration to include Advance Notice Provision in the Articles, as described in more detail in the Circular; and
7. to ratify and approve the Company’s current stock option plan for continuation, as described in more detail in the Circular.

No other matters are contemplated for consideration at the Meeting, however any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

The Board has fixed January 30, 2018 as the Record Date for the determination of shareholders of the Company entitled to notice of, and to vote at, this Annual General and Special Meeting and any adjournment thereof. Accompanying this notice of meeting is the Management Information Circular.

Any shareholders who are unable to attend the Meeting in person and who wish to ensure that their Common Shares will be voted at the Meeting are asked to complete, date and sign the enclosed form of proxy, or another suitable form of proxy, and deliver it, for receipt by the Proxy Deadline, in accordance with the instructions set out in the form of proxy and in the Circular.

Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form accompanying this Notice of Meeting to ensure that their Common Shares will be voted at the Meeting. If you hold your shares in a brokerage account you are a non-registered shareholder.

Dated at Vancouver, British Columbia this 5th day of February, 2018.

BY ORDER OF THE BOARD

/s/ "Zula Kropivnitski"

Zula Kropivnitski
Director, CEO and CFO