

**CORPORATE CATALYST ACQUISITION INC.**

181 Bay Street, Suite 4400

Toronto, Ontario

M5J 2T3

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

**NOTICE IS HEREBY GIVEN** that an annual general and special meeting (the “**Meeting**”) of the shareholders of Corporate Catalyst Acquisition Inc. (the “**Corporation**”) will be held on the 16<sup>th</sup> day of December, 2014 at 181 Bay Street, Suite 4400, Toronto, Ontario M5J 2T3 at 10:00 a.m. (Toronto time) for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for the year ended December 31, 2013, together with the auditor’s report thereon, and the unaudited condensed interim consolidated financial statements of the Corporation for the three and six month periods ended June 30, 2014;
2. to elect each of the directors of the Corporation for the ensuing year;
3. to appoint auditors for the ensuing year and to authorize the directors to fix the auditor’s remuneration;
4. to consider and, if deemed advisable, to pass an ordinary resolution approving, ratifying and confirming the Corporation’s stock option plan;
5. to consider and, if deemed advisable, to pass an ordinary resolution, exclusive of non-arm’s length parties of the Corporation, approving the transfer of the listing of the Corporation from the TSX Venture Exchange (the “**Exchange**”) to the NEX Exchange in the event that the Corporation is unable to complete a Qualifying Transaction in the time period allotted by the Exchange, as more particularly described in the accompanying management information circular (the “**Information Circular**”);
6. to consider and, if deemed advisable, to pass an ordinary resolution, exclusive of non-arm’s length parties of the Corporation, approving the cancellation of 50% of the seed shares of the Corporation in the event that the Corporation is unable to complete a Qualifying Transaction in the time period allotted by the Exchange, as more particularly described in the Information Circular; and
7. to transact such other business as may come before the Meeting.

The board of directors of the Corporation has fixed October 30, 2014 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, the Information Circular, audited annual financial statements of the Corporation for the year ended December 31, 2013 and the auditor’s report thereon and unaudited interim financial statements of the Corporation for the three and six month periods ended June 30, 2014.

**A shareholder who is unable to attend the Meeting in person and who wishes to ensure that such shareholder’s shares will be voted at the Meeting is requested to complete, date and execute the enclosed form of proxy and deliver it by facsimile, by hand or by mail in accordance with the instructions set out in the form of proxy and in the Information Circular.**

**DATED** at Toronto, Ontario this 17<sup>th</sup> day of November, 2014.

BY ORDER OF THE BOARD

*“Paul Kelly”*

**Paul Kelly**

Chief Executive Officer, Chief Financial Officer and Director

**NOTES:**

1. Shareholders registered on the books of the Corporation at the close of business on October 30, 2014 are entitled to receive this notice of the Meeting and to vote at the Meeting.
2. The directors have fixed 10:00 a.m. on December 12, 2014 (Toronto time) or, if the Meeting is adjourned, 48 hours (excluding Saturdays, Sundays and statutory holidays) before any adjourned meeting, as the time before which the instrument of proxy to be used at the Meeting must be deposited with the Corporation's transfer agent, Computershare Trust Company of Canada, 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1.