

## GENCAN CAPITAL INC.

106 Avenue Road, Toronto, Ontario M5R 2H3

### NOTICE OF SPECIAL MEETING OF SHAREHOLDERS to be held on Friday June 21, 2019

**TAKE NOTICE** that a special meeting (the "**Meeting**") of the holders (the "**Shareholders**") of common shares ("**Common Shares**") of Gencan Capital Inc. ("**Gencan**" or the "**Corporation**") will be held at Toronto Don Valley Hotel & Suites, 175 Wynford Drive, Toronto, Ontario, M3C 1J3, on Friday June 21, 2019 at 9:00 a.m. (EST) for the following purposes:

1. to consider and, if deemed appropriate, adopt, with or without variation, a special resolution authorizing an amendment to the articles of the Corporation pursuant to Section 168 of the *Business Corporations Act* (Ontario) to subdivide the number of Common Shares of the Corporation, whether issued or unissued, on the basis of up to three Common Shares for every one Common Share, such that each Common Share will become up to three Common Shares, all as more particularly described in the section of the accompanying management information circular (the "**Information Circular**") dated as of the date of this Notice, entitled "*Particulars of Matters to be Acted Upon – Approval of Share Split*";
2. to consider and, if deemed advisable, to pass, with or without variation, a special resolution (the "**Continuance Resolution**"), to authorize and approve the continuance of Gencan from the *Business Corporations Act* (Ontario) to the *Business Corporations Act* (British Columbia) (the "**Continuance**"), all as more particularly described in the section of the Information Circular entitled "*Particulars of Matters to be Acted Upon – Continuance of the Corporation to British Columbia*";
3. to transact such other business as may properly come before the Meeting or any postponement or adjournments thereof.

The notice of meeting (the "**Notice**") and the Information Circular, dated May 22, 2019, in respect of the Meeting, have been posted and are available for review on the Corporation's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

**Shareholders are reminded to review the Information Circular carefully before voting as the Information Circular has been prepared to help you make an informed decision.**

Registered Shareholders may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting, or any adjournment or postponement thereof, in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment or postponement thereof. To be effective, the form of proxy must be received by Computershare at its offices at 100 University Avenue, 8th Floor, North Tower, Toronto, ON, M5J 2Y1 (according to the instructions on the proxy), not less than forty-eight (48) hours (other than a Saturday, Sunday or holiday) immediately preceding the date of the Meeting (as it may be adjourned or postponed from time to time).

If you are a nonregistered holder of Common Shares and have received these materials through your broker or through another intermediary, please follow the instructions set out in the voting instruction form or other instructions received from the financial intermediary to ensure that your common shares will be voted at the Meeting.

Registered Shareholders have the right to dissent with respect to the Continuance Resolution and, to be paid the fair value of their Common Shares in accordance with the provisions of section 185 of the OBCA. A registered Shareholder wishing to exercise rights of dissent with respect to the Continuance Resolution must send to Gencan a written objection to the aforementioned resolutions and must strictly comply with the dissent procedures prescribed by the OBCA. A Shareholder's right to dissent is more particularly described in the Information Circular. A copy of the text of section 185 of the OBCA is set forth in Schedule "C" of the Information Circular.

In order to be valid for use at the Meeting, proxies must be received by Computershare by 9:00 a.m. (EST) on June 19, 2019 or, if the Meeting is adjourned or postponed, 48 hours prior to the time to which the Meeting has been adjourned or postponed, excluding Saturdays, Sundays and holidays. The chair of the Meeting may waive or extend the proxy cut-off without notice. Beneficial Shareholders of Gencan who receive these materials through their broker or other intermediary should carefully follow the instructions provided by their broker or intermediary.

**DATED** at Toronto, Ontario this 22<sup>nd</sup> day of May, 2019.

**BY ORDER OF THE BOARD OF DIRECTORS**

*(signed) "Mark Litwin"*

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Mark Litwin  
President and Chief Executive Officer