

***PLEASE NOTE IMPORTANT INFORMATION ON INSIDE COVER***

**GENCAN CAPITAL INC.**

**106 Avenue Road, Toronto, Ontario, M5R 2H3**

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that the Annual Meeting of Shareholders of GENCAN CAPITAL INC. (*the "Corporation"*) will be held at the Toronto Don Valley Hotel & Suites, 175 Wynford Drive, Toronto, Ontario, Canada on Thursday, March 18, 2021 at the hour of 9:00 a.m., local time, for the following purposes:

1. To elect Directors;
2. To appoint Auditors;
3. To authorize the Directors to fix the remuneration of the auditors; and
4. To transact such further and other business as may properly come before the meeting or any adjournment or adjournments thereof.

The Corporation's 2020 Financial Statements contain the audited financial statements of the Corporation for the year ended September 30, 2020, together with the report of the auditors thereon. The Management Information Circular (the "Circular") and form of proxy for the common shares of the Corporation ("Common Shares") are enclosed with this Notice of Annual Meeting. The Circular provides additional information concerning the matters to be dealt with at the meeting. If you are unable to be present at the meeting, please exercise your right to vote by signing and returning the enclosed form of proxy to Computershare, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, so as to arrive not later than 9:00 a.m. (Toronto time) on March 16, 2021 or, if the meeting is adjourned or postponed, 48 hours (excluding Saturdays and holidays) before any adjourned or postponed meeting.

DATED at Toronto, this 19<sup>th</sup> day of January, 2021.

**BY ORDER OF THE BOARD OF DIRECTORS**

*Signed "Mark I. Litwin"*

**MARK I. LITWIN  
PRESIDENT & CHIEF EXECUTIVE OFFICER**

***NOTES:***

- (1) ONLY HOLDERS OF Common Shares of record at the close of business on February 1, 2021 (*the "Record Date"*) will be entitled to vote at the meeting.
- (2) Shareholders of the voting class of shares who are unable to be present personally at the meeting are requested to sign and return, in the envelope provided for that purpose, the accompanying form of proxy for use at the meeting. If you are not registered as the holder of your Common Shares but hold your shares through a broker or other intermediary, you should follow the instructions provided by your broker or other intermediary to vote your Common Shares. See the section in the accompanying Circular entitled "*Advice to Beneficial Shareholders*" for further information on how to vote your Common Shares.

***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 most of 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 the 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.***