

**CABBAY HOLDINGS CORP.**  
**NOTICE OF ANNUAL AND GENERAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN THAT** an Annual and General Meeting (the "**Meeting**") of the shareholders of Cabbay Holding Corp. (the "**Corporation**") will be held at Suite 1735 – 555 Burrard Street Vancouver, B.C. V7X 1M9 on Thursday, July 13, 2017 at 11:00 a.m. (Vancouver time) for the following purposes:

1. to receive and consider the financial statements of the Corporation for the fiscal year ended December 31, 2016, together with the report of the auditors thereon;
2. to fix the number of directors of the Corporation at five (5) persons for the ensuing year;
3. to elect the directors for the ensuing year;
4. to appoint Sam S. Mah Inc. Chartered Professional Accountant as the auditors of the Corporation and to authorize the directors to fix the auditors' remuneration and the terms of their engagement;
5. to consider, and if thought fit, to pass an ordinary resolution to approve the Corporation's Incentive Stock Option Plan; and
6. to transact such further or other business as may properly come before the Meeting or any adjournment(s) thereof.

Accompanying this Notice are the Company's Management Information Circular, a Form of Proxy or Voting Instruction Form and a request card for use by Shareholders who wish to receive our financial statements. The accompanying Management Information Circular provides information relating to the matters to be addressed at the meeting and is incorporated into this Notice. Shareholders of record as at the close of business on June 8, 2017 (the "Record Date") will be entitled to receive notice of and vote at the Meeting.

Shareholders are entitled to vote at the Meeting either in person or by proxy. Those unable to attend are requested to read, complete, date, sign and return the enclosed Form of Proxy to Computershare Investor Services Inc., at 8th Floor, 100 University Avenue, Toronto, Canada M5J 2Y1 on or before 10:00 a.m. (Vancouver time) on July 11, 2017. If you do not complete and return the form in accordance with such instructions, you may lose your right to vote at the meeting.

If you are a non-registered Shareholder of Common Shares of the Company and an objecting beneficial owner and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or such other intermediary. If you do not complete and return the materials in accordance with such instructions, you may lose your right to vote at the Meeting.

DATED at Vancouver, British Columbia, this 8<sup>th</sup> day of June, 2017

BY ORDER OF THE BOARD

Douglas H. Unwin  
President and Chief Financial Officer