

MARBLE FINANCIAL INC.

Suite 404 – 999 Canada Place, Vancouver, BC, V6C 3E2

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

NOTICE is hereby given that the Annual General and Special Meeting of MARBLE FINANCIAL INC. (the "Company") will be held at Suite 1120 – 625 Howe Street, Vancouver, British Columbia, on Thursday, December 16, 2021, at 11:00 a.m. (Pacific time), for the following purposes:

1. To receive and consider the Audited Financial Statements of the Company for the financial year ending December 31, 2020, together with the Auditors' Report thereon, and to receive and consider the Company's Report to Shareholders.
2. To fix the number of Directors for the ensuing year at four (4).
3. To elect Directors to hold office until the next annual general meeting of the Company.
4. To re-appoint Hay & Watson, Chartered Professional Accountants, as auditors of the Company to hold office until the next annual general meeting of the Company at a remuneration to be fixed by the Directors.
5. To pass a special resolution for the consolidation of the Company's issued common shares on the basis (the "Consolidation Ratio") of up to five (5) pre-consolidation common shares for one (1) post-consolidation common share or such lesser Consolidation Ratio as the Board of Directors may in its absolute discretion determine advisable in the circumstances, as more particularly described under the heading "Particulars of Other Matters To Be Acted Upon – Consolidation of Share Capital" in the accompanying Information Circular.
6. To re-approve the Company's Stock Option Plan and Restricted Share Unit Plan, and to ratify all matters in connection therewith.
7. To transact such other business as may properly be transacted at such meeting or at any adjournment thereof.

Additional information is contained in the accompanying Information Circular, which forms part of this Notice. If you are unable to attend the Meeting in person, you may still vote on the above items by submitting a proxy. A form of proxy (the "**Proxy**") has been provided in this package. Please refer to the Notes to the Proxy for instructions on completing the Proxy. To be effective, a proxy must be completed, dated, signed, and returned within the time limits and in accordance with the instructions set out in the Notes.

As stated in the Notes to the Proxy, the Proxy is solicited by or on behalf of management of the Company, and the persons named as proxyholder are Directors and/or Officers of the Company, or nominees selected by management. You may appoint another to represent you at the Meeting by striking out the names of the persons therein and inserting, in the space provided, the name of the person you wish to represent you at the Meeting.

All shareholders are entitled to attend and vote at the Meeting in person or by proxy; however, the board of directors is requesting that due to the current COVID-19 pandemic that all shareholders vote their shares by proxy and not attend in person.

DATED at Vancouver, British Columbia, this 5th day of November, 2021.

"Michele Marrandino"

Michele Marrandino
Executive Chairman