



SOLVBL SOLUTIONS INC.

(the "Company")

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
to be held on August 9, 2021 at 4:30 p.m. (Toronto time)**

NOTICE IS HEREBY GIVEN that the annual and special meeting (the "Meeting") of the shareholders of the Company ("Shareholders") will be held at the office of the Company at First Canadian Place, 100 King Street West, Suite 5700, Toronto, Ontario M5X 1C7, and via live webcast and teleconference, on Monday August 9, 2021 at 4:30 pm (Toronto time), subject to any adjournment or postponement thereof for the following purposes:

1. to receive the audited financial statements of the Company for the fiscal year ended December 31, 2020 and the auditor's report thereon;
2. to set the number of directors at five (5);
3. to elect directors of the Company for the ensuing year;
4. to appoint MNP LLP, Chartered Professional Accountants, as auditors for the ensuing year and to authorize the directors to fix their remuneration;
5. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution approving the Company's 10% rolling stock option plan ("**Stock Option Plan**"), the full text of which is set forth in the accompanying management information circular (the "**Information Circular**");

6. to approve a special resolution, authorizing (i) the continuance of the Company from the *Business Corporations Act* (British Columbia) (“**BCBA**”) to the *Business Corporations Act* (Ontario) (“**OBCA**”) (the “**Continuance**”), and (ii) concurrently with and conditionally upon the Continuance, the amendment of the Company’s current Articles of Incorporation and bylaws under the BCBA to make all changes necessary to conform to the OBCA;
7. to consider and, if deemed advisable, to pass, with or without variation, a special resolution, the full text of which is set forth in the accompanying Information Circular, authorizing a change of name of the Company to "**SoLVBL Inc.**" or such other name as the board of directors of the Company may choose, acting in the best interests of the Company, all as more fully described in the section of the Information Circular entitled "*Particulars of Matters to be Acted Upon – Approval of Name Change*";
8. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution of disinterested Shareholders, authorizing the extension of all incentive stock options granted by an additional five (5) years, all as more fully described in the section of the Information Circular entitled "*Particulars of Matters to be Acted Upon – Approval of Extension of Option Exercise Period*";
9. to consider and, if thought fit, pass, with or without variation, a special resolution to approve an arrangement under Division 5 of Part 9 of BCBA (the “**Arrangement**”), the full text of which is set forth in the accompanying Information Circular of the Company dated June 25, 2021, which involves, among other things, the distribution of 15,000,000 common shares of the wholly owned subsidiary of the Company, 1312541 B.C. Ltd. to the Shareholders, all as more particularly described in the Information Circular; and
10. to consider any permitted amendment to or variation of any matter identified in this Notice of Annual and Special Meeting of Shareholders (this "**Notice**") and to transact such other business as may properly come before the Meeting or any adjournment thereof. Management is not currently aware of any other matters that could come before the Meeting.

Accompanying this Notice are: (1) the Information Circular; (2) a form of proxy; and (3) a supplemental mailing list request form for use by Shareholders who wish to receive the Company's financial statements.

In light of current advice from governmental and medical authorities on public gatherings, the Company is encouraging Shareholders and others not to attend the Meeting in person. As part of our priority to protect the health and safety of the public and our team members in light of the impact of COVID-19, we are requesting that Shareholders vote their shares by proxy prior to the Meeting, as per the voting and proxy instructions that are set out in the Information Circular, and participate in the Meeting by way of the live webcast or teleconference, via the access details set forth below.

Any Shareholder attending the Meeting via the live webcast or teleconference will not

be able to vote during the Meeting. Only Shareholders who are present in person at the Meeting are able to vote during the Meeting.

Accordingly, in order that as many common shares of the Company (“Common Shares”) as possible are represented at the Meeting, Shareholders are encouraged to vote their Common Shares via proxy vote prior to the proxy cut-off time of 4:30 p.m. (Toronto time) on August 5, 2021.

The Company is continuously monitoring the current coronavirus (COVID-19) outbreak. With respect to the current COVID-19 outbreak, the Company is following the instructions of the Public Health Agency of Canada— (<https://www.canada.ca/en/public-health/services/diseases/2019-novelcoronavirus-infection.html>).

The Company strongly encourages shareholders not to attend the Meeting in person. Any person who is experiencing any of the described COVID-19 symptoms of fever, cough or difficulty breathing or has travelled outside of Canada in the 14 days prior to the Meeting will not be permitted entry into the Meeting. The Company reserves the right to take any additional precautionary measures it deems appropriate in relation to the Meeting in response to further developments in respect of the COVID-19 outbreak. Changes to the Meeting date and/or means of holding the Meeting may be announced by way of press release.

The Company does not intend to prepare an amended Information Circular in the event of changes to the Meeting format. Please monitor our website at <https://www.solvbl.com/> for updated information. If you are planning to attend the Meeting, please check the website one week prior to the meeting date.

Additional information on the above matters can be found in the Information Circular under the heading “Business of the Meeting”.

Join from a PC, Mac, iPad, iPhone or Android device:

Please click this URL in advance of the Meeting start time in order to first register and join:

<https://zoom.us/j/6405071043?pwd=bUVGb2h1QWFJWjdCSDJWdjJVM2I3QT09>

Meeting ID: 640 507 1043

Passcode: j8ahr2

Join by phone:

Dial (for higher quality, dial a number based on your current location):

Canada: +1 204 272 7920 or +1 438 809 7799 or +1 587 328 1099 or +1 647 374 4685 or +1 647 558 0588 or +1 778 907 2071

US: +1 301 715 8592 or +1 312 626 6799 or +1 346 248 7799 or +1 669 900 6833

Meeting ID: 640 507 1043

Password: 180022

Notice-and-Access

The Company is using the notice-and-access system (“Notice-and-Access”) under National Instrument 54-101 *Communications with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 *Continuous Disclosure Obligations* to distribute the Notice of Meeting and Information Circular to Shareholders. Notice-and-Access allows the Company to post electronic versions of its proxy-related materials on SEDAR and on the Company’s website, rather than mailing paper copies to Shareholders. This alternative means of distribution of the Company’s proxy-related materials is more environmentally friendly by reducing paper use, and also reduces printing and mailing costs of the Company. Note that Shareholders still have the right to request paper copies of the proxy-related materials posted online by the Company under Notice-and-Access if they so choose.

Shareholders will receive a paper copy of a notice package (the “Notice Package”) under Notice and-Access via pre-paid mail containing: (i) a notification regarding the Company’s use of Notice-and-Access and how the proxy-related materials may be obtained, (ii) a form of proxy (if you are a registered Shareholder) or a voting instruction form (if you are a beneficial Shareholder), and (iii) a supplemental mailing list return card to elect to receive paper copies of the Company’s financial statements and management’s discussion and analysis.

Meeting Format

The Company is holding the Meeting this year in person and via webcast and teleconference. Shareholders who hold their shares directly in their respective names (“Registered Shareholders”) and duly appointed proxy holders will be able to attend, participate and vote at the Meeting. No Shareholders will be able to vote via teleconference or webcast.

Shareholders who hold their shares through a broker, investment dealer, bank, trust company, custodian, nominee or other intermediary (“Beneficial Shareholders”) will be able to attend the Meeting, but will not be permitted to ask questions or vote, unless they duly appoint themselves as their own proxy holder and comply with all of the requirements set out in the Information Circular relating to that appointment and registration and applicable laws. Failing which, any Beneficial Shareholder will be able to attend the Meeting as a guest but will not be able to vote or ask questions at the Meeting.

The Company strongly encourages you to vote your shares by proxy prior to the Meeting rather than at the Meeting.

Your Vote is Important

Pursuant to applicable securities laws, we have chosen to provide our Notice of Meeting, the Information Circular, the proxy form/voting instruction form (collectively, the “Meeting

Materials”), our financial statements and our management’s discussion and analysis for the year ended December 31, 2020 (collectively, the “Financial Information”) to Shareholders using the notice-and-access provisions under National Instrument 54-101 – *Communications with Beneficial Owners of Securities of a Reporting Issuer* and under National Instrument 51-102 – *Continuous Disclosure Obligations*.

On or about July 9, 2021, we will mail to Shareholders of record as of the close of business on June 23, 2021, a notice containing instructions on how to access our Meeting Materials, our Financial Information and how to vote. Shareholders who have requested printed copies of our Financial Information will continue to receive them by mail.

Websites Where Materials are Posted

The Meeting Materials are available on the Company’s website at <https://www.SoLVBL.com/investors/agm/> and under the Company’s profile on SEDAR at www.sedar.com (Canada). All shareholders are reminded to review the Information Circular and other Meeting Materials before voting.

How to Obtain Paper Copies of Meeting Materials

Beneficial Shareholders may obtain paper copies free of charge of the Information Circular, other Meeting Materials and the Financial Information by contacting the Company by email at info@solvbl.com. Any request for paper copies should be received by the Company by 5:00 p.m. (eastern time) on July 23, 2021 in order to allow sufficient time for a Beneficial Shareholder to receive the paper copy and return the voting instruction form by its due date.

Voting

The Board of Directors has fixed the close of business on June 23, 2021 as the record date (the “Record Date”) for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof.

If you are a Beneficial Shareholder, accompanying this notice of meeting are a voting instruction form and a supplemental mailing list return card for use by shareholders who wish to receive the Company’s interim financial statements for the 2021 fiscal year. If you receive these materials through your broker or another intermediary, please complete, sign and return the materials in accordance with the instructions provided to you by such broker or other intermediary.

Registered Shareholders are encouraged to express their vote in advance by completing the form of proxy. Detailed instructions on how to complete and return proxies by mail, fax or email are provided in the accompanying Information Circular. To be effective, the completed form of proxy must be deposited with the Company’s transfer agent and registrar, TSX Trust Company 301-100 Adelaide Street West, Toronto ON M5H 4H1, at any time prior to 4:30 p.m. (eastern time) on August 5, 2021 or with the Chair of the Meeting before the commencement of the Meeting or at any adjournment thereof.

Shareholders who have any questions should contact SoLVBL Solutions Inc. by email at info@solvbl.com.

DATED at Toronto, Ontario, June 25, 2021

BY ORDER OF THE BOARD

"Raymond Pomroy" (signed)
Raymond Pomroy, Chief Executive Officer