

**HOLLY STREET CAPITAL LTD.
c/o 1500 – 1055 West Georgia Street
Vancouver, British Columbia V6E 4N7**

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an annual general meeting (the “**Meeting**”) of Shareholders of Holly Street Capital Ltd. (the “**Corporation**”) will be held at McMillan LLP, Suite 1500 – 1055 West Georgia Street, Vancouver, BC V6E 4N7, by way of an In Person/Teleconference Call Meeting, on Thursday, February 17, 2022 at 12:00 p.m. (PDT). **In light of the ongoing public health concern related to COVID-19 and in order to comply with measures imposed by the federal and provincial governments, the Corporation is encouraging Shareholders and others not to attend the Meeting in person.**

The Corporation is offering the Shareholders the option to listen and participate (but not vote) at the Meeting in real time by conference call at:

Within Canada (Toll Free): 1-855-244-8677

From US: 1-855-282-6330

Attendee Access Code: 244 105 85

The Meeting is to be held for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Corporation for the fiscal year ended September 30, 2021, together with the auditor’s report thereon, and the related management discussions and analysis;
2. to elect directors of the Corporation for the ensuing year;
3. to elect, conditional upon, and effective as of the completion of the Qualifying Transaction (as defined in the Corporation’s Information Circular), as directors of the Corporation, Scott Benson, Darren Collins, Marco Montecinos and Peter Simeon;
4. to appoint an auditor of the Corporation for the ensuing year;
5. to consider and, if thought appropriate, to pass, conditional upon, and effective as of the completion of the Qualifying Transaction, with or without variation, an ordinary resolution of shareholders, as more particularly set forth in the Information Circular, approving the adoption of a “rolling” stock option plan that reserves for issuance such number of Common Shares as is equal to 10% of the total issued and outstanding Common Shares of the Corporation on the date of grant;
6. to consider and, if thought appropriate, to pass, with or without variation, an ordinary resolution of shareholders to approve the continuation, in the event the Qualifying Transaction is not completed, of the Corporation’s current stock option plan, as more particularly set forth in the accompanying Information Circular;
7. to consider and, if thought appropriate, to pass, conditional upon, and effective as of the completion of the Qualifying Transaction, with or without variation, an ordinary resolution of shareholders, as more particularly set forth in the Information Circular, approving the adoption of a fixed restricted share unit plan; and
8. to transact such other business as may be properly brought before the Meeting or any adjournment or postponement thereof.

An Information Circular accompanies this notice. The Information Circular contains details of matters to be considered at the Meeting.

The board of directors of the Corporation has fixed the close of business on January 11, 2022 as the record date, being the date for the determination of shareholders entitled to receive notice of, and to vote at, the Meeting and any adjournment or postponement thereof.

No other matters are contemplated, however any permitted amendment to or variation of any matter identified in this notice may properly be considered at the Meeting.

A shareholder who is unable to attend the Meeting in person and who wishes to ensure that such shareholder's shares will be voted at the Meeting is requested to complete, date and execute the enclosed form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

If you hold your shares in a brokerage account you are not a registered shareholder. Unregistered (beneficial) shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that their shares will be voted at the Meeting.

NOTE OF CAUTION Concerning COVID-19 Outbreak

At the date of this Notice and the accompanying Information Circular it is the intention of the Corporation to hold the Meeting at the location stated above in this Notice. We are continuously monitoring development of the current coronavirus (COVID-19) outbreak ("COVID-19"). In light of the rapidly evolving public health guidelines related to COVID-19, we ask shareholders to consider voting their shares by proxy and not attend the meeting in person. Those shareholders who do wish to attend the Meeting in person, should carefully consider and follow the instructions of the federal Public Health Agency of Canada available at: <https://www.canada.ca/en/public-health/services/diseases/coronavirus-disease-covid-19.html>. We ask that shareholders also review and follow the instructions of any regional health authorities of the Province of British Columbia, including the Vancouver Coastal Health Authority, the Fraser Health Authority and any other health authority holding jurisdiction over the areas you must travel through to attend the Meeting. Do not attend the Meeting in person if you are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact has travelled to/from outside of Canada within the 14 days immediately prior to the Meeting. All shareholders are strongly encouraged to vote by submitting their completed form of proxy (or voting instruction form) prior to the Meeting by one of the means described in the Information Circular accompanying this Notice.

The Corporation reserves the right to take any additional pre-cautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to further developments in the COVID-19 outbreak, including: (i) holding the Meeting virtually or by providing a webcast of the Meeting; (ii) hosting the Meeting solely by means of remote communication; (iii) changing the Meeting date and/or changing the means of holding the Meeting; (iv) denying access to persons who exhibit cold or flu-like symptoms, or who have, or have been in close contact with someone who has, travelled to/from outside of Canada within the 14 days immediately prior to the Meeting; (v) denying access to persons that do not have evidence of full vaccination or a negative COVID-19 rapid test result completed within 24 hours immediately prior to the Meeting, and (vi) such other measures as may be recommended by public health authorities in connection with gatherings of persons such as the Meeting. Should any such changes to the Meeting format occur, the Corporation will announce any and all of these changes by way of news release, which will be filed under the Corporation's profile on SEDAR. We strongly recommend you check the Corporation's SEDAR profile prior to the Meeting for the most current information. In the event of any changes to the Meeting format due to the COVID-19 outbreak, the Corporation will not prepare or mail amended Meeting Proxy Materials.

THE BOARD OF DIRECTORS AND MANAGEMENT REQUEST ALL SHAREHOLDERS VOTE BY PROXY AND NOT ATTEND THE MEETING IN PERSON.

DATED at Vancouver, British Columbia, this 13th day of January, 2022.

BY ORDER OF THE BOARD

(signed) Joel Freudman

Joel Freudman
Chief Executive Officer