

**FOUNTAIN ASSET CORP.
NOTICE OF SPECIAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY given that the Special Meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of the subordinate voting shares and the multiple voting shares of Fountain Asset Corp. (the “**Company**” or “**Fountain Asset**”) will be held on **October 30, 2024 at 11:00 a.m. (Toronto time)**, at **222 Bay Street, Suite 2600, Toronto, Ontario, M5K 1B7** for the following purposes:

1. CONSIDER and, if deemed appropriate, to pass, an ordinary resolution to approve the issuance of an aggregate of 2,550,000 subordinate voting shares of the Company at a deemed price of \$0.05 per share in full satisfaction of certain outstanding indebtedness of the Company in the aggregate amount of \$127,500, as more fully set forth in the accompanying Information Circular (the “**Circular**”); and
2. TO TRANSACT such other business as may properly come before the Meeting or any adjournments thereof.

The accompanying Circular provides additional information relating to the matters to be dealt with at the Meeting and forms part of this notice.

A form of proxy accompanies this notice. If you are a registered Shareholder, whether or not you are able to attend the Meeting in person, the accompanying form of proxy should be completed, signed, dated and returned to TSX Trust Company, 301 - 100 Adelaide Street West, Toronto, Ontario, M5H 4H1, Attention: Proxy Department, not later than 11:00 a.m. (Toronto time) on October 28, 2024 or, if the Meeting is adjourned, no later than 48 hours (excluding Saturdays, Sundays and statutory holidays) before any adjourned meeting. Late proxies may be accepted or rejected by the Chairman of the Meeting at his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.

If you are a non-registered Shareholder and receive these materials through your broker or through another intermediary, please complete and return the form of proxy in accordance with instructions provided to you by your broker or such other intermediary.

BY ORDER OF THE BOARD OF DIRECTORS

Dated September 30, 2024

“*Andrew Parks*” (signed)

Andrew Parks
Chief Executive Officer and Director