

DARELLE ONLINE SOLUTIONS INC.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an Annual General Meeting (the "**Meeting**") of the holders (the "**Shareholders**") of common shares in the capital of Darelle Online Solutions Inc. (the "**Company**" and/or "**darelle**") will be held at the offices of MNP LLP, located at Suite 2200, 1021 West Hastings Street, Vancouver, British Columbia, V6E 0C3 at 2:00 p.m. (PDT) on November 5, 2021, for the following purposes:

1. to receive the consolidated audited financial statements of the Company for the financial years ended August 31, 2020 together with the report of the auditors thereon;
2. to appoint MNP LLP, as the auditors of the Company for the ensuing year and to authorize the Directors to fix their remuneration;
3. to set the number of Directors at four;
4. to elect Directors to hold office until the next annual meeting;
5. to consider and, if thought fit, to pass an ordinary resolution providing the required annual approval of the Company's Rolling Stock Option Plan, as particularly described in the accompanying Management Information Circular; and
6. to transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

Accompanying this Notice of Meeting is a Management Information Circular (the "**Information Circular**"). Reference is made to the Information Circular for details of the matters to be considered at the Meeting.

The Directors of the Company have fixed the close of business on 5:00 pm (PST) on September 21, 2021 as the record date for the Meeting (the "**Record Date**") for determining Shareholders entitled to receive notice of, and to vote at the Meeting and any postponement or adjournment of the Meeting, except to the extent that a Shareholder has transferred any darelle common shares after that date and the new holder of such darelle common shares establishes proper ownership and requests not later than 10 days before the date of the Meeting that his/her name be included in the list of Shareholders eligible to vote at the Meeting and any postponement or any adjournment thereof.

As described in the "notice and access" notification mailed to Shareholders of the Company, the Company has opted to deliver its Meeting materials to Shareholders by posting them on its website at www.darelle.com and under the Company's profile on the Canadian System for Electronic Document Analysis and Retrieval ("**SEDAR**") at www.sedar.com. The use of this alternative means of delivery is more environmentally friendly and more economical as it reduces the Company's paper and printing use and thus reduces the Company's paper and printing use and thus reduces the Company's printing and mailing costs. The Meeting materials will be available on the Company's website for one full year.

Shareholders who wish to receive paper copies of the Meeting materials prior to the meeting may request copies from the Company by calling (604) 628-2008 or by sending an email to info@darelle.com no later than October 15, 2021.

If you are not able to attend the Meeting, please vote by using the proxy form or voting instruction form included with the “notice and access” notification and return it according to the instructions provided before 2:00 pm PDT on November 3, 2021.

If you have any questions about the procedures required to qualify to vote at the Meeting or about obtaining and depositing the required form of proxy, you should contact Computershare Investor Services Inc. by telephone (toll free) at 1-800-564-6253, by fax at 1-866-249-7775 or by e-mail at service@computershare.com

DATED at Nanaimo, British Columbia this 22nd day of September 2021.

ON BEHALF OF THE BOARD

(signed) “Dean Bethune”

President, Chief Executive Officer and Director

Whether or not you expect to attend the Meeting, or any postponement or adjournment thereof, PLEASE SIGN, DATE AND RETURN THE ENCLOSED PROXY PROMPTLY IN THE ENCLOSED ENVELOPE OR VOTE BY PROXY USING THE TELEPHONE OR INTERNET BY FOLLOWING THE INSTRUCTIONS PROVIDED IN THE ACCOMPANYING FORM OF PROXY. To be effective, proxies must be received by Computershare Investor Services Inc. by 2:00 pm (PDT) on Tuesday November 3, 2021. If you are a non-registered shareholder 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 by other intermediary. Failure to do so may result in your common shares not being eligible to be voted by proxy at the Meeting. Your promptness in returning the proxy will assist in the expeditious and orderly processing of proxies and will ensure that your darelle common shares are represented. Please note that registered shareholders of the Company may vote in person at the Meeting and any postponement or any adjournment thereof even if you have previously returned the proxy. Proxies will be counted and tabulated by Computershare Investor Services Inc., the Company’s registrar and transfer agent in such a manner as to protect the confidentiality of how a particular shareholder votes except where they contain comments clearly intended for management, in the case of a proxy contest, or where it is necessary to determine the proxy’s validity or to permit management and the Board of the Directors to discharge their legal obligations to the Company or its Shareholders.

NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS

ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON NOVEMBER 5, 2021

You are receiving this notification as **DARELLE ONLINE SOLUTIONS INC.** (the “Company”) is using notice and access for the delivery of meeting materials to its shareholders in respect of its **Annual General Meeting of Shareholders** to be held on **Friday November 5, 2021** (the “Meeting”). Under notice and access, instead of receiving paper copies of the Company’s Notice of Annual General Meeting of Shareholders and management information circular for the year ended August 31, 2020 (the “**Information Circular**”) (the “**Meeting Materials**”), shareholders are receiving this notice with information on how they may access such Meeting Materials electronically. However, together with this notification, shareholders will continue to receive a proxy or voting instruction form, as applicable, enabling them to vote at the Meeting. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and the Company’s carbon footprint and will also reduce the cost of printing and mailing of the Meeting Materials to shareholders.

MEETING DATE AND LOCATION

WHEN: FRIDAY, NOVEMBER 5, 2021

2:00 P.M.
(Pacific Daylight Savings Time)

**WHERE: OFFICES OF MNP LLP
SUITE 2200 1021 WEST
HASTINGS STREET,
VANCOUVER, BC V6E 0C3**

SHAREHOLDERS WILL BE ASKED TO CONSIDER AND/OR VOTE ON THE FOLLOWING MATTERS:

FINANCIAL STATEMENTS: To receive and consider the audited consolidated financial statements of the Company for the financial year ended August 31, 2020, together with the report of the auditors thereon. NOTE: There are no financial statements included in the mailing. The audited consolidated financial statements and related MD&A will be mailed to those shareholders who have previously requested to receive them.

FIX THE NUMBER OF DIRECTORS: To fix the number of Directors of the Company at FOUR. See the section entitled “PARTICULARS OF MATTERS TO BE ACTED UPON – Number of Directors” in the Information Circular.

ELECTION OF DIRECTORS: To elect Directors of the Company for the ensuing year. See the section entitled “PARTICULARS OF MATTERS TO BE ACTED UPON – Election of Directors” in the Information Circular.

APPOINTMENT OF AUDITORS: To appoint MNP LLP, as auditors of the Company for the ensuing year and to authorize the Directors to fix their remuneration. See the section entitled “PARTICULARS OF MATTERS TO BE ACTED UPON – Appointment of Auditor” in the Information Circular.

APPROVAL OF STOCK OPTION PLAN: To approve the Stock Option Plan of the Company & approve such modifications as may be required by the TSX Venture Exchange. See the section entitled “PARTICULARS OF MATTERS TO BE ACTED UPON – Re-approval Of Stock Option Plan” in the Information Circular.

OTHER MATTERS: To transact such other business as may properly come before the Meeting or any adjournment thereof. See the section entitled “OTHER MATTERS” in the Information Circular.

SHAREHOLDERS ARE REMINDED TO VIEW THE MEETING MATERIALS PRIOR TO VOTING.

WEBSITES WHERE MEETING MATERIALS ARE POSTED

The Meeting Materials can be viewed online under the Company's profile at www.sedar.com (Canada), or at the Company's website at internet address <http://www.darelle.com/Investors>.

HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS

Shareholders may request paper copies of the Meeting Materials be sent to them by postal delivery at no cost to them. Requests for paper copies of the Meeting Materials should be received at least five business days in advance of the proxy deposit date and time set out in the accompanying proxy or voting instruction form in order to receive the Meeting Materials in advance of the proxy deposit date and Meeting date. Shareholders who wish to receive paper copies of the Meeting

Materials may request copies from Dean Bethune at the Company by calling 604-628-2008 ext. 102, or by e-mail at info@darelle.com. Meeting Materials will be sent to such shareholders within three business days of their request if such requests are made before the Meeting date. Requests may also be made up to one year from the date the Information Circular was filed on SEDAR.

Stratification used: NO

VOTING

Registered Holders are asked to return their **proxy** using the following methods by the proxy deposit date noted on your proxy:
INTERNET: Go to www.investorvote.com and follow the instructions. You will need the **15-digit control number** located on the bottom left-hand side of the proxy.

TELEPHONE: Call 1-866-732-VOTE (8683) Toll Free within North America from a touch tone telephone, or, if you are an international shareholder, please call 1-312-588-4290.

FACSIMILE: Fax to Computershare Investor Services Inc. at 1-866-249-7775.

MAIL: Complete the form of proxy or any other proper form of proxy, sign it and mail it to the **PROXY DEPARTMENT** at:
Computershare Investor Services Inc.
8TH Floor, 100 University Avenue Toronto,
Ontario M5J 2Y1

Beneficial Holders should carefully follow the instructions of their nominee, including those regarding when and where the completed voting instruction form is to be delivered. Kindly note that if you are a beneficial shareholder, your nominee will need your voting instructions sufficiently in advance of the proxy deposit deadline to enable your nominee to act on your instructions prior to the deadline:

Generally, **Beneficial Holders** are asked to return their **voting instruction forms** using the following methods at least one business day in advance of the proxy deposit date noted on your voting instruction form:

INTERNET: www.proxyvote.com

TELEPHONE: Call 1-800-454-8683 Toll Free within North America from a touch tone telephone.

Shareholders with questions about notice and access can contact Dean Bethune of the Company by calling **604-628-2008**, or by e-mail at info@darelle.com.