

## HOPE WELL CAPITAL CORP.

### NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN THAT** an annual and special meeting (the “**Meeting**”) of the shareholders of Hope Well Capital Corp. (the “**Corporation**” or “**HWCC**”) will be held at the offices of Regus CA, 130 King Street West, Suite 1808, Toronto, Ontario M5X 1E3 on Tuesday, August 6, 2019 at 11 a.m. (Toronto time) for the following purposes:

1. To receive the financial statements of the Corporation for the fiscal periods ending January 31, 2019 together with the report of the auditors thereon;
2. To elect directors of the Corporation;
3. To appoint auditors;
4. To consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution to confirm and ratify the Corporation's stock option plan, as disclosed in the accompanying management information circular (the “**Information Circular**”);
5. To consider and, if deemed advisable, approve, with or without variation, an ordinary resolution of disinterested shareholders, the full text of which is set in the accompanying Management Information Circular prepared for the purpose of the Meeting, authorizing the Corporation to transfer to the NEX board of the TSX Venture Exchange (“**TSXV**”);
6. To consider and, if deemed advisable, approve, with our without variation, an ordinary resolution of disinterested shareholders, the full text of which is set forth in the accompanying Management Information Circular, authorizing the Corporation to cancel certain Seed Shares (as defined in TSXV Policy 1.1) of the Corporation; and
7. To transact such further and other business as may properly come before the Meeting or any adjournment thereof.

The accompanying Information Circular provides additional detailed information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this notice of annual and special meeting. Additional information about the Corporation and its financial statements are also available on the Corporation's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

**SHAREHOLDERS WHO ARE UNABLE TO ATTEND THE MEETING IN PERSON SHOULD COMPLETE, DATE AND SIGN THE ENCLOSED INSTRUMENT OF PROXY, AND TO RETURN IT IN THE ENVELOPE PROVIDED FOR THAT PURPOSE.**

Proxies to be used at the Meeting must be deposited with TSX Trust Company, at 100 Adelaide Street West, Suite 301, Toronto, Ontario M5H 4H1, Attention: Proxy Department, before 11:00 a.m. (Toronto time) on August 2, 2019, or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays and holidays, preceding the time of such adjourned meeting.

By Order of the Board

*“Bill Hong Yu”*

Bill Hong Yu  
President, Chief Executive Officer and Chief Financial  
Officer

Toronto, Ontario  
July 5, 2019