

DLC HOLDINGS CORP.
609 Granville Street, Suite 1600
Vancouver, British Columbia, V7Y 1C3

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the "**Meeting**") of the shareholders of DLC Holdings Corp. (the "**Company**") will be held on **Friday, September 29, 2017** at 10:00 a.m. (Vancouver time) at Suite 2200, HSBC Building, 885 West Georgia Street, Vancouver, British Columbia, V6C 3E8 for the following purposes:

1. To receive and consider the audited financial statements of the Company for the financial years ended December 31, 2014, 2015 and 2016, and the auditor's reports thereon.
2. To re-appoint Davidson & Company LLP, Chartered Professional Accountants, as the Company's auditor for the ensuing year, at a remuneration to be fixed by the Directors.
3. To set the number of Directors for the ensuing year at four (4).
4. To elect Directors to hold office for the ensuing year.
5. To re-approve the Company's Stock Option Plan.
6. To transact such other business as may properly be transacted at the Meeting or at any adjournment thereof.

An information circular accompanies this notice and contains details of matters to 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 sign 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.

As set out in the notes, the enclosed proxy is solicited by management, but, you may amend it, if you so desire, by striking out the names listed therein and inserting in the space provided, the name of the person you wish to represent you at the Meeting.

DATED at Vancouver, British Columbia, this 25th day of August, 2017.

By order of the Board of Directors.

DLC HOLDINGS CORP.

/signed/ "Mark Pajak"

Mark Pajak
Director, President and Chief Executive Officer