

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS OF  
APOGEE OPPORTUNITIES INC.**

NOTICE IS HEREBY GIVEN that the annual and special meeting (the "**Meeting**") of the shareholders (the "**Apogee Shareholders**") of Apogee Opportunities Inc. ("**Apogee**") will be held at Suite 800, Wildeboer Dellelce Place, 365 Bay Street, Toronto, Ontario M5H 2V1 on September 12, 2018 at 10:00 a.m. (Toronto time) for the following purposes, as more particularly described in the enclosed management information circular (the "**Circular**"):

1. to receive and consider the audited financial statements of Apogee as at and for the year ended June 30, 2018, together with the report of the auditors thereon;
2. to set the number of directors of Apogee at three (the "**Board Resolution**");
3. to elect directors of Apogee (the "**Apogee Director Election Resolution**");
4. to appoint the UHY McGovern Hurley LLP as auditor of Apogee and of the Resulting Issuer in the event that the Business Combination is completed, and to authorize the directors to fix their remuneration (the "**Apogee Auditor Resolution**");
5. to consider and, if thought advisable, approve with or without variation, an ordinary resolution to re-approve the Apogee Option Plan (the "**Option Plan Resolution**");
6. an ordinary resolution, the full text of which is set forth in Schedule "E" to the Circular, to approve a the Business Combination whereby, among other things, Apogee will acquire all of the issued and outstanding Halo Common Shares not already beneficially owned, directly or indirectly, by Apogee (the "**Business Combination Resolution**");
7. a special resolution, the full text of which is set forth in Schedule "H" to the Circular, authorizing and approving the filing of articles of amendment ("**Articles of Amendment**") to amend Apogee's articles of incorporation to: (i) change the name of Apogee to "Halo Labs Inc." (the "**Name Change**"), or such other name as the board of directors of Apogee may determine, and (ii) remove from the articles the existing preferred shares of Apogee, none of which are outstanding, and create a new class of convertible preferred shares, as more particularly described in the Circular (the "**Share Reorganization**"), which will be implemented only if all conditions precedent to the Business Combination have been satisfied or waived (collectively, the "**Amendment Resolution**");
8. to consider and, if thought advisable, approve with or without variation, a special resolution to be conditional on and effective following the closing of the Business Combination, the full text of which is set forth in Schedule "J" to the Circular, empowering the directors to determine, from time to time, by resolution of the directors, the number of directors of the Resulting Issuer (the "**Resulting Issuer Board Resolution**");
9. to elect, conditional on and effective following the closing of the Business Combination, G. Scott Paterson, Kiran Sidhu, Fred Leigh, Andreas Met, Peter McRae and Philip van den Berg as directors of the Resulting Issuer, to take effect only in the event that the Business Combination is completed (the "**Resulting Issuer Director Election Resolution**");
10. to consider and, if thought advisable, approve with or without variation, an ordinary resolution, the full text of which is set forth in Schedule "F" to the Circular, to authorize and approve the adoption of a new equity incentive plan of the Resulting Issuer (the "**Equity Incentive Plan Resolution**"), to be implemented only in the event that the Business Combination is completed; and
11. to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

In respect of capitalized terms used but not defined herein, see the "*Glossary*" in the Circular. The Business Combination will be completed pursuant to the Definitive Agreement dated as of August 8, 2018, as

amended from time to time, between Apogee, Apogee Opportunities (USA) Inc. and Halo. A copy of the Definitive Agreement will be available under Apogee's profile on SEDAR at [www.sedar.com](http://www.sedar.com). A description of the Business Combination and the matters to be dealt with at the Meeting is included in the Circular.

Only Apogee Shareholders of record at the close of business on August 8, 2018 are entitled to receive notice of the Meeting and any adjournment or postponement thereof.

Apogee Shareholders who are unable to be present in person at the Meeting are requested to complete and return, in one of the manners available for that purpose, the enclosed form of proxy. In order to be voted, proxies must be received by Odyssey Trust Company by no later than 10:00 a.m. (Toronto time) on September 10, 2018 or, in the case of any adjournment or postponement of the Meeting, by no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time for the adjourned or postponed Meeting.

DATED at Toronto, Ontario, this 8<sup>th</sup> day of August, 2018.

BY ORDER OF THE BOARD

(signed) "*G. Scott Paterson*"

G. Scott Paterson  
Chairman of the Board