

IMPACT DEVELOPMENT GROUP INC.

Suite 801-1 Adelaide Street East, Toronto, ON M5C 2V9

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of the shareholders of Impact Development Group Inc. (the “**Company**”) will be held at the offices of Garfinkle Biderman LLP (Suite 801-1 Adelaide St. E, Toronto, ON M5C 2V9) on August 20, 2024, beginning at 2:00 p.m. (Toronto time) for the following purposes:

1. to place before the Meeting the audited financial statements of the Company for the fiscal year ended December 31, 2023, and 2022, together with the accompanying report of the auditors thereon;
2. to fix the number of directors at four;
3. to elect Thomas Wenz, Sophie Galper-Komet, Joshua Lebovic, and Oscar Hilt Tatum as directors of the Company to hold office until the next annual meeting of the Company, or until their earlier resignation or such time as their successors are duly elected or appointed in accordance with the Company’s constating documents;
4. to re-appoint MNP LLP, as the auditors of the Company for the Company’s fiscal year ending December 31, 2024, with remuneration to be fixed by the board of directors of the Company (the “**Board**”);
5. to consider and, if deemed advisable, to pass, with or without variation, a special resolution to authorize the board of directors to set the number of directors from time to time within the minimum and maximum number of directors set forth in the articles of the Company, in accordance with Section 125(3) of the *Business Corporations Act (Ontario)*, provided that the total number of directors so set may not exceed one-third of the number of directors elected at the previous annual meeting of shareholders;
6. to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution, re-approving the omnibus equity incentive plan of the Company, in the form set out as Schedule “A” to this management information circular dated July 15, 2024 (the “**Circular**”); and
7. to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

The Circular accompanying this notice of Meeting (the “**Notice**”) provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice. The Board has fixed July 15, 2024, as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the Circular.

If you are a registered shareholder of the Company and unable to attend the Meeting, please exercise your right to vote by: (a) completing, dating, signing and returning the form of proxy in the enclosed proxy return envelope to Odyssey Trust Company (“**Odyssey**”): (a) by mail to Trader’s Bank Building, 702-67 Yonge Street, Toronto, ON M5E 1J8; (b) logging on to [Linkstar \(odyysseytrust.com\)](https://linkstar.odyysseytrust.com) and entering your control number as instructed on the login page; or (c) faxing the completed form of proxy to 1-800-517-4553. A completed proxy must be received at Odyssey no later than 2:00 p.m. (Toronto time) on August 16, 2024, or at least 48 hours (excluding Saturdays, Sundays and holidays) preceding any adjournment of the Meeting. Late proxies may be accepted or rejected by the chairman of the Meeting in their discretion, and the chairman is under no obligation to accept or reject any particular late proxies.

If you are a non-registered shareholder of the Company and received this Notice and accompanying materials through a broker, a financial institution, a participant, or a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act (Canada)*, or a nominee of any of the foregoing that holds your securities on your behalf (each, an “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Toronto, Ontario, 15th day of July 2024.

By Order of the Board of Directors of

IMPACT DEVELOPMENT GROUP INC.

/s/ "Thomas Wenz"

Thomas Wenz

Chief Executive, Director & Chairman of the Board of Directors

PLEASE VOTE. YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE COMPLETE, SIGN AND DATE THE ENCLOSED FORM OF PROXY AND PROMPTLY RETURN IT IN THE ENVELOPE PROVIDED.