

BMGB CAPITAL CORP.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the “**Meeting**”) of BMGB Capital Corp. (“**BMGB**” or the “**Company**”) will be held at Suite 600 - 1090 West Georgia Street, Vancouver, British Columbia at 9:00 a.m., on Wednesday, December 8, 2021, for the following purposes:

- 1) To receive and consider the audited financial statements of the Company for the fiscal year ended June 30, 2021, together with the auditor’s report thereon.
- 2) To fix the number of directors of BMGB at three.
- 3) To elect the directors for the ensuing year.
- 4) To appoint an auditor for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor.
- 5) To consider and, if appropriate, to pass, with or without variation, an ordinary resolution approving the Company’s Stock Option Plan.
- 6) To transact such other business as may properly come before the Meeting.

The accompanying Information Circular 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.

If you are a registered shareholder of BMGB and are unable to attend the Meeting in person, please complete, date and execute the accompanying form of proxy and deposit it with Computershare Investor Services Inc., 3rd floor, 510 Burrard Street, Vancouver, British Columbia V6C 3B9, not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the Meeting.

If you are a non-registered shareholder of BMGB and received these materials through a broker, a financial institution, a participant, 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 security on your behalf (the “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, as of November 3, 2021.

By Order of the Board of Directors of

BMGB CAPITAL CORP.

“Lucas Birdsall”

Lucas Birdsall
Chief Executive Officer