

REGENT PACIFIC PROPERTIES INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (“**Shares**”) of Regent Pacific Properties Inc. (the “**Corporation**”) will be held at 2607 Ellwood Drive SW, Edmonton, Alberta, T6X 0P7, or virtually via Zoom conferencing at <https://us06web.zoom.us/j/83384704345?pwd=c0NHV3hDTVFNMEVKaUZGczdJSzhldz09> (Meeting ID: 833 8470 4345, Passcode: 964442), on Wednesday, January 4, 2023 at 11:00 a.m. (Mountain Time) for the following purposes:

1. to receive the audited financial statements of the Corporation for the financial years ended December 31, 2020 and December 31, 2021, together with the auditors' report thereon;
2. to fix the size of the board of directors at three (3) members;
3. to elect the board of directors to serve until the next annual meeting of the Shareholders or until their successors are duly elected or appointed;
4. to appoint Kenway Mack Slusarchuk Stewart LLP, Chartered Professional Accountants (“**KMSS**”), as auditors and to authorize the board of directors to fix the auditors' remuneration;
5. to consider and, if thought advisable, to pass, with or without amendment, an ordinary resolution to approve a stock option plan attached as Schedule B to this Information Circular whereby a maximum of ten (10%) percent of the Corporation’s issued and outstanding Shares will be reserved for issuance from time to time; and
6. to transact such other business as may properly be brought before the Meeting, or any adjournment or adjournments thereof.

Specific details of the matters proposed to be put before the Meeting are set forth in the Information Circular, which Information Circular forms a part of this notice.

Each person who is a Shareholder of record at the close of business on November 30, 2022 (the “**Record Date**”), will be entitled to notice of, and to attend and vote at, the Meeting provided that, to the extent a Shareholder as of the Record Date transfers the ownership of any Shares after such date and the transferee of those Shares establishes that the transferee owns the Shares and demands, not later than 10 days before the Meeting, to be included in the list of Shareholders eligible to vote at the Meeting, such transferee will be entitled to vote those Shares at the Meeting.

Edmonton, Alberta
November 30, 2022

By Order of the Board of Directors
(Signed) Eddie W.W. Yu
Chief Executive Officer

*Shareholders who are unable to attend the Meeting in person are requested to **COMPLETE AND SIGN THE ACCOMPANYING FORM OF PROXY**. Holders of Shares should complete, date and sign the enclosed form of proxy and return it to Computershare Trust Company of Canada, Proxy Dept., 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1 or by facsimile within North America to 1-866-249-7775 or outside North America to 1-416-263-9524. Shareholders must forward their form of proxy so they are received not later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or any adjournment or adjournments thereof, as applicable, in order for such proxy to be used at the Meeting, or any adjournment or adjournments thereof.*