

BEWHERE HOLDINGS INC.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting (the “**Meeting**”) of the shareholders of BeWhere Holdings Inc. (the “**Company**”) will be held on Thursday, August 6, 2020, at 2:00 p.m. (Eastern time), for the following purposes:

1. to receive the audited financial statements of the Company for the fiscal year ended December 31, 2019, together with the auditors’ reports thereon;
2. to elect directors for the ensuing year;
3. to appoint auditors for the ensuing year; and
4. to transact such further and other business as may properly be brought before the meeting or any adjournment thereof.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting.

In view of the COVID-19 outbreak, and in order to mitigate risks to the health and safety of shareholders, management, and the community at large, the Company will hold the Meeting in a virtual only format, which will be conducted via live webcast at www.agmconnect.com/bewhere2020 . Shareholders will not be able to attend the Meeting in person. Shareholders will have an equal opportunity to participate at the Meeting online regardless of their geographic location. At the Meeting, shareholders will have the opportunity to ask questions and vote “real time” on a number of important matters, provided they are connected to the Internet and comply with all of the requirements set out in the accompanying Information Circular. Non-registered (or beneficial) shareholders who have not duly appointed themselves as proxyholder may attend the Meeting as guest, but will not have the ability to vote virtually or ask questions through the live webcast.

Registered shareholders who will not be attending the Meeting through the live webcast and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

SHAREHOLDERS ARE REMINDED TO REVIEW THE INFORMATION CIRCULAR BEFORE VOTING.

Dated the 6th day of July, 2020.

BY ORDER OF THE BOARD

(Signed) “*Owen Moore*”
Owen Moore
Chief Executive Officer