

# Notice-and-Access Notification to Beneficial Shareholders Annual General and Special Meeting of Carbeeza Inc.

## Date & Time

Thursday, November 9, 2023 at 11:00 a.m (MT)

## Location

McLeod Law LLP  
500-707-5th Street SW  
Calgary, Alberta, T2P 1V8

You are receiving this notice as **Carbeeza Inc.** has elected to use the notice-and-access model for delivery of meeting materials to its shareholders who do not hold their common shares in their own name ("beneficial shareholders"). Under notice-and-access, beneficial shareholders receive a voting instruction form enabling them to vote at Carbeeza's Annual General and Special Meeting (the "Meeting"). However, instead of receiving a paper copy of the Management Information Circular (the "Information Circular") and Notice of Meeting (together the "meeting materials"), beneficial shareholders receive this notice with information on how they may access the meeting materials electronically. Beneficial shareholders should follow the instructions below to view the meeting materials on the internet. This communication presents only an overview of the more complete meeting materials that are available to beneficial shareholders on the internet.

## **MATTERS TO BE VOTED UPON AT THE MEETING**

The matters to be considered at the meeting are listed below, as further described in the "Particulars of Matters to Be Acted Upon at The Meeting" section in the Information Circular:

1. Receiving the audited financial statements of Carbeeza for the fiscal year ended December 31, 2022 as well as the Auditor's report on those statements;
2. Approving an ordinary resolution to fix the number of directors of Carbeeza to be elected at the Meeting at six (6);
3. Electing the nominees to the Board of Directors of Carbeeza for the ensuing year;
4. Appointing MNP LLP as auditors of Carbeeza for the ensuing year and to authorizing Carbeeza's directors to fix their remuneration;
5. To consider, and if thought appropriate, to approve, with or without variation, an ordinary resolution, as more particularly set forth in the Information Circular, relating to the adoption of the stock option plan of the Corporation (the "Equity Incentive Plan");
6. To consider, and if thought appropriate, to approve, with or without variation, an ordinary resolution of disinterested shareholders, to approve the related party transaction (the "Related Party Transaction") as more particularly set forth in the accompanying Information Circular; and,
7. Transacting such other business as may be properly brought before the Meeting or any adjournment(s) thereof.

## **HOW TO ACCESS THE MEETING MATERIALS ONLINE**

You can access the meeting materials on the internet at: <https://corp.carbeeza.com/investor-relations> or under Carbeeza's profile at [www.sedarplus.ca](http://www.sedarplus.ca). **You are reminded to view the meeting materials before voting.**

## **HOW TO RECEIVE A PAPER COPY**

Beneficial shareholders may request a paper copy of the meeting materials by postal delivery at no cost to them by emailing [proxy@olympiustrust.com](mailto:proxy@olympiustrust.com) or by calling Toll Free 1-866-668-8379. Requests may be made up to one year from the date the meeting materials are filed on SEDAR. In order to allow reasonable time to be allotted for a beneficial shareholder to receive and review a paper copy of the meeting materials in advance of the proxy deposit date and time as set out in the accompanying voting instruction form, any beneficial holder wishing to request a paper copy of the meeting materials as described above, should ensure such request is received **no later than October 25, 2023**. If you do request a paper copy of the meeting materials, please note that another voting instruction form will not be sent; please retain the enclosed voting instruction form for voting purposes.

## **HOW TO VOTE**

**Vote by Telephone or Mail:** To vote your common shares by telephone or by mail, please follow the instructions on the enclosed voting instruction form by the deadline noted.

**Vote by Internet:** To vote your common shares using the Internet, go to [www.proxyvote.com](http://www.proxyvote.com) and follow the instructions using the control number on your voting instruction form by the deadline noted.

**Vote by Facsimile:** To vote your common shares via Facsimile, please complete the enclosed voting instruction form and send to **(905) 507-7793 or (514) 281-8911**.

**Beneficial shareholders with general questions about notice-and-access may contact Olympia Trust Company, in its capacity as registrar and transfer agent for Carbeeza Inc., Toll Free at 1-866-668-8379**