



NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and special meeting (the "**Meeting**") of the shareholders (the "**Shareholders**") of Carbeeza Inc. (the "**Corporation**") will be held at the offices of McLeod Law LLP, 500-707-5th Street SW, Calgary, Alberta, T2P 1V8 at 11:00 a.m. (Mountain Standard Time), on November 9, 2023 for the following purposes:

1. to receive the audited financial statements of the Corporation, together with the auditor's report thereon, for the fiscal year ended December 31, 2022;
2. to fix the board of directors of the Corporation (the "**Board**") to be elected at the Meeting at six (6) members and to elect the Board of the Corporation for the ensuing year;
3. to consider and, if thought appropriate, to pass, with or without variation, an ordinary resolution approving the reappointment of MNP LLP, Chartered Accountants, as the Corporation's auditor for the ensuing year and to authorize the Board to fix the auditor's remuneration;
4. to consider and if thought fit, approve, with or without variation, an ordinary resolution to approve amendments to the Corporation's bylaws (the "**Amended Bylaws**") as more particularly set forth in the accompanying Information Circular;
5. to consider, and if thought appropriate, to approve, with or without variation, an ordinary resolution, as more particularly set forth in the accompanying 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. to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

The directors of the Corporation have fixed September 29, 2023 (the "**Record Date**") as the record date for the determination of Shareholders entitled to receive notice of the Meeting

The Corporation has elected to use the notice-and-access provisions under National Instrument 54-101 and National Instrument 51-102 (the "**Notice-and-Access Provisions**") for the Meeting. The Notice-and-Access provisions are a relatively new set of rules developed by the Canadian Securities Administrators that reduce the volume of materials that must be physically mailed to Shareholders by allowing the Corporation to post the Information Circular and any additional materials online. Shareholders will still receive this Notice of Meeting and a form of proxy and may choose to receive a paper copy of the Information Circular. The Corporation will not use the procedure known as 'stratification' in relation to the use of Notice-

and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the Information Circular to some shareholders with this notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Information Circular.

Please review the Information Circular carefully and in full prior to voting as the Information Circular has been prepared to help you make an informed decision on the matters to be acted upon. The Information Circular is available on the Corporation's website at:

www.carbeeza.com

and under the Corporation's profile on SEDAR at www.sedar.com. Any shareholder who wishes to receive a paper copy of this Circular should contact the Corporation at 1-855-216-8802, or by facsimile to 780-444-6355 or by email to investorrelations@carbeeza.com. Shareholders may also use the toll-free number noted above to obtain additional information about the Notice-and-Access Provisions.

Shareholders as of the Record Date are entitled to vote their Common Shares except to the extent that they have transferred the ownership of any of their Common Shares after the Record Date. The transferee of those Common Shares must produce properly endorsed share certificates or otherwise establish that he or she owns the Common Shares and request, not later than 10 days before the date of the Meeting, to be included in the list of Shareholders eligible to vote at the Meeting, in which case such transferee will be entitled to vote those Common Shares at the Meeting

DATED at Calgary, Alberta, this 5th day of September, 2023.

**BY ORDER OF THE BOARD OF CARBEEZA
INC.**

"Sandro Antoni Torrieri"

**Sandro Antoni Torrieri
Chief Executive Officer**

A registered Shareholder may attend the Meeting in person or may be represented by proxy. All Shareholders are encouraged to vote in advance of the meeting by mail, in the manner set out in the meeting materials that have been sent to Shareholders. To be effective, the enclosed proxy must be mailed so as to reach or be deposited with, Olympia Trust Company ("**Olympia**"), located at Suite 4500, 520 - 3rd Ave. SW, Calgary, Alberta T2P 0R3, Attention: Proxy Department, not later than 48 hours (excluding Saturdays, Sundays and statutory holidays) prior to the time set for the Meeting or any adjournment thereof.

The persons named in the enclosed form of proxy (the "**Management Designees**") are members of the Corporation's board or management. **Each Shareholder has the right to appoint a proxyholder other than such persons, who need not be a Shareholder, to attend and to act for him or her and on his or her behalf at the Meeting.** To exercise such right, the names of the Management Designees should be crossed out and the name of the Shareholder's appointee should be legibly printed in the blank space provided.

The instrument appointing the proxy shall be in writing and shall be executed by the Shareholder or his or her attorney authorized in writing or, if the Shareholder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized.

In order to ensure that a paper copy of the Circular can be delivered to a requesting Beneficial Shareholder or Registered Shareholder in time for such shareholder to review the Circular and return a voting instruction form or proxy prior to the Proxy Deadline, it is strongly suggested that a shareholder ensure their request is received no later than October 25, 2023.

Live audio of the meeting will be available by conference call by dialing 1 437-703-4640 and using the participant code 390659197# to listen to the meeting via conference call.