

**KAPA CAPITAL INC.**  
2475 QUEENS AVENUE  
WEST VANCOUVER, BC, V7V 2Y9

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

NOTICE IS GIVEN that the Annual General and Special Meeting of Shareholders (the “**Meeting**”) of KAPA Capital Inc. (the “**Company**”) will be held at the offices of Miller Thomson LLP located at 400 – 725 Granville Street, Vancouver, B.C., V7Y 1G5 on March 2, 2021 at 10:00 a.m. (Vancouver time) for the following purposes:

1. to receive the Company’s audited financial statements for the financial year ended April 30, 2020 and the auditor’s report thereon;
2. to fix the number of directors for the ensuing year at three (3) and to elect directors for the ensuing year;
3. to appoint Saturna Group Chartered Accountants LLP, as the Company’s auditor for the ensuing fiscal year and to authorize the directors to set the auditor’s remuneration;
4. to consider, and if deemed appropriate, to pass an ordinary resolution of disinterested shareholders, removing the consequences associated with the Company not completing a Qualifying Transaction within 24 months of its listing date, in accordance with certain changes to TSX Venture Exchange Policy 2.4 – *Capital Pool Companies* (“**Policy 2.4**”);
5. to consider, and if deemed appropriate, to pass an ordinary resolution of disinterested shareholders, approving the Company making certain amendments to the Company’s escrow agreement in accordance with certain changes to Policy 2.4;
6. to approve the Company’s stock option plan, as more particularly set out in the accompanying Information Circular; and
7. to transact such other business as may properly be brought before the Meeting or any adjournment thereof,

all as more particularly set out in the attached Information Circular. The form of proxy accompanies this Notice. The Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice.

The Directors have fixed the close of business on January 26, 2021 as the record date for determination of shareholders entitled to notice of and the right to vote at the Meeting either in person or by proxy. A shareholder who is unable to attend the Meeting in person and who wishes to ensure that their shares will be voted at the Meeting, is requested to complete, date and execute the enclosed form of Proxy and deliver it to the Company’s transfer agent: COMPUTERSHARE INVESTOR SERVICES INC., Proxy Dept., 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1, FACSIMILE (within North America) 1-866-249-7775 (outside North America) (416) 263-9524, by fax, hand or by mail in accordance with the instructions set out in the form of Proxy and Management Information Circular.

***Due to the COVID-19 Pandemic and given the restrictions on public gatherings and in the best interest of the health of all participants in the Company’s Meeting, the Company respectfully asks that all shareholders do not attend the Meeting in person. The Company requests that shareholders who wish to participate by listening to the Meeting, contact the***

**Company by 5:00 p.m. (Pacific time) on Friday, February 26, 2021 at kapacapital@shaw.ca to be included in the telephone conference for the Meeting. The Company will arrange for telephone participation for all shareholders who have requested it by 5:00 p.m. (Pacific time) on Friday, February 26, 2021. However, the Company strongly recommends that shareholders vote by proxy or VIF in advance to ease the voting tabulation at the Meeting by Computershare Investor Services Inc. If public health guidelines regarding physical distancing in British Columbia have changed by the Meeting date of March 2, 2021, the Company will issue a news release advising of permitted Meeting attendance in accordance with such updated guidelines.**

DATED at Vancouver, British Columbia, this 26<sup>th</sup> day of January, 2021.

BY ORDER OF THE BOARD OF DIRECTORS OF KAPA CAPITAL INC.

(signed) "*Charalambos (Harry) Katevatis*"

Charalambos (Harry) Katevatis  
President, Chief Executive Officer and Director