



NOTICE OF ANNUAL AND SPECIAL MEETING

When 10:00 am (Toronto time)
Thursday, August 13, 2020

Where Hilton Hotel Markham – Butternut Holly Room
8500 Warden Avenue
Markham, Ontario
L6G 1A5

Purpose of the Meeting

1. Receipt of the 2019 consolidated financial statements
2. Election of directors
3. Appointment of auditors
4. Approval of a new Omnibus Equity Incentive Plan
5. Consideration of other business that may properly come before the meeting

Management Information Circular

The management information circular, which is attached to this notice, is being sent to you because you owned common shares of Baylin on July 9, 2020, which is the record date for the meeting. The circular includes important information about the purpose of the meeting and who can vote and how to vote.

Information for Registered Shareholders

If you are not attending the meeting in person and would like to vote by proxy, we must receive your vote by 5:00 pm (Toronto time) on August 11, 2020. You can vote your proxy in the following ways:

- Mail your signed proxy using the business reply envelope accompanying your proxy
- Call by telephone at 1-866-732-8683
- On the Internet at www.investorvote.com
- Fax your signed proxy to 1-866-249-7775

Information for Non-Registered Shareholders

Non-registered shareholders will receive a voting instruction form with their physical copy of this notice. In order to vote, but not attend the meeting, the voting instruction form must be completed, signed and returned in accordance with the directions on the form.

Attendance

In order to accommodate shareholders who would like to participate in the meeting but prefer not to attend in person, we are making arrangements for you to participate by phone. You may do so by calling one of these numbers or logging into the Audience URL on the day and time of the meeting, entering the confirmation number and identifying yourself to the operator, who will then connect you to the meeting.

Phone – 647 427 7450 (Toronto) or North America toll free – 1 888 231 8191

Audience URL -

https://produceredition.webcasts.com/starthere.jsp?ei=1290181&tp_key=4b3f9fc7f4

Confirmation number - 4464778

Please remember, if you wish to vote, you must send in your proxy in advance or attend the meeting in person. You cannot vote by phone.

The board of directors has approved the circular and authorized us to send it to you.

(signed) “*Jeffrey C. Royer*”

Jeffrey C. Royer

Chairman of the Board of Directors

Toronto, Ontario
July 15, 2020