

DELPHX CAPITAL MARKETS INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON SEPTEMBER 26, 2018

NOTICE IS HEREBY GIVEN that the annual and special meeting (the “**Meeting**”) of the shareholders of DelphX Capital Markets Inc. (the “**Corporation**”) will be held at the offices of AUM Law Professional Corporation, 175 Bloor Street East, Suite 303, South Tower, Toronto, Ontario, M4W 3R8 on Wednesday, September 26th, 2018 at 11:00 a.m. (Toronto time) for the following purposes:

1. To receive the consolidated financial statements of the Corporation for the fiscal year ended January 31, 2018 together with the auditors’ report thereon.
2. To set the number of directors of the Corporation at six.
3. To elect directors of the Corporation.
4. To appoint Zeifmans LLP, Chartered Professional Accountants, as auditors of the Corporation and to authorize the directors of the Corporation to fix their remuneration.
5. To consider and, if thought fit, to pass an ordinary resolution, with or without amendment, to amend and restate the Stock Option Plan of the Corporation, as more particularly described in the accompanying Information Circular.
6. To consider and, if thought fit, to pass a special resolution, with or without amendment (the “**Continuance Resolution**”), approving the continuance of the Corporation out of British Columbia and into Ontario (the “**Continuance**”) under the *Business Corporations Act* (Ontario), as more particularly described in the accompanying Information Circular.
7. To transact such further and other business as may properly come before the Meeting or any adjournment thereof.

Copies of the Information Circular and form of proxy accompany this notice. The specific details of the matters proposed to be put before Shareholders at the Meeting are set forth in the Information Circular. Shareholders are directed to read the Information Circular carefully in evaluating the matters for consideration at the Meeting.

Only Shareholders of record as at August 27, 2018 are entitled to vote their shares at the Meeting, or at any adjournment thereof, either in person or by proxy.

Shareholders who are unable to attend the Meeting in person are requested to complete, sign and date the accompanying form of proxy in accordance with the instructions provided therein and in the Information Circular and return it in accordance with the instructions and timelines set forth in the Information Circular.

Pursuant to section 238 of the *Business Corporations Act* (British Columbia) (“**BCBCA**”), shareholders are entitled to exercise rights of dissent in respect of the proposed Continuance and require the Corporation to purchase all of their Shares in respect of which the notice of dissent was given. Holders of shares wishing to dissent with respect to the Continuance must send a written objection to the Corporation’s legal counsel, AUM Law Professional Corporation, 175 Bloor Street East, Suite 303, South Tower, Toronto, Ontario,

M4W 3R8, attention: David Coultice, prior to the time of the Meeting, such that the written objection is received no later than 11:00 am (Toronto time) on September 24, 2018 or by 11:00 am (Toronto time) on the day that is at least two days prior to the date on which any adjournment of the Meeting is held, in order to be effective. This right of dissent is described in more detail in the Information Circular and the text of sections 237 to 247 of the BCBCA is reproduced in Schedule “D” thereto.

Failure to strictly comply with the requirements set forth in sections 237 to 247 of the BCBCA in respect of the Continuance Resolution may result in the loss of any right of dissent. Persons who are beneficial owners of Shares registered in the name of a broker, custodian, nominee or other intermediary who wish to dissent should be aware that only the registered holders of such shares are entitled to dissent. Accordingly, a beneficial owner of shares desiring to exercise the right of dissent must make arrangements for the shares beneficially owned to be registered in their name prior to the time the notice of dissent to the Continuance Resolution as aforesaid is required to be received by the Corporation or, alternatively, make arrangements for the registered holder of such shares to dissent on their behalf.

DATED this 28th day of August, 2018.

**BY ORDER OF THE BOARD OF DIRECTORS OF
DELPHX CAPITAL MARKETS INC.**

“Larry E. Fondren”

Larry E. Fondren
President and Chief Executive Officer