



POPREACH CORPORATION

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON JANUARY 19, 2022**

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of the shareholders of PopReach Corporation (the “**Company**”) will be held at the offices of PopReach Corporation, 1 University Avenue, 3rd Floor, Toronto, ON M5J 2P1 on Wednesday, January 19, 2022 at 11:00 a.m. (Toronto time), for the following purposes, as more particularly described in the accompanying management information circular (the “**Circular**”):

1. to receive and consider the financial statements for the fiscal year ended December 31, 2020 and the auditor’s report thereon;
2. to elect the directors of the Company for the ensuing year;
3. to appoint an auditor for the ensuing year and to authorize the directors to fix the auditor’s remuneration;
4. to transact such further and other business as may properly be brought before the Meeting or any adjournment thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the Circular. The Circular is deemed to form part of this notice of meeting. Please read the Circular carefully before you vote on the matters being transacted at the Meeting.

Holders of common shares registered on the books of the Company at the close of business on December 20, 2021 are entitled to notice of and to vote at the Meeting.

A registered shareholder may attend the Meeting himself, herself or itself, or may be represented by proxy. Registered shareholders who are unable to attend the Meeting or any adjournment thereof are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment thereof.

This year, out of an abundance of caution, to proactively deal with the unprecedented public health impact of the novel coronavirus COVID-19, and to mitigate risks to the health and safety of the Company’s communities, shareholders, employees and other stakeholders, shareholders are strongly encouraged to vote by proxy and to avoid attending the Meeting in person. To access the Meeting by teleconference, dial: 1-437-703-4645, conference ID: 971005831. To be effective, the enclosed proxy must be mailed or faxed so as to reach or be deposited with the Company’s transfer agent, TSX Trust Company at 301-100 Adelaide Street West, Toronto, ON M5H 4H1 not later than 11:00 a.m. (Toronto time) on January 17, 2022 (or at least 48 hours, excluding Saturdays, Sundays and statutory holidays in the Province of Ontario, prior to the time set for the Meeting or any adjournment(s) or postponement(s) thereof). Late proxies may be accepted or rejected by the chair of the Meeting (the “**Chair**”) at his or her discretion, and the Chair is under no obligation to accept or reject any particular late proxy. The deadline for the deposit of proxies may be waived or extended by the Chair at his or her discretion, without notice. The Circular explains how to complete the form of proxy and how the voting process works.

Non-registered beneficial shareholders, whose shares are registered in the name of a broker, securities dealer, bank, trust company or similar entity (an “**Intermediary**”), should carefully follow the voting instructions provided by their Intermediary.

DATED this 17th day of December, 2021.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "Mike Vorhaus"

Mike Vorhaus
Interim Chairman