

# DELPHX CAPITAL MARKETS INC.

## NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON JUNE 30, 2021

**NOTICE IS HEREBY GIVEN** that the annual general and special meeting (the “**Meeting**”) of the shareholders of DelphX Capital Markets Inc. (the “**Corporation**”) will be held by way of teleconference on Wednesday, June 30, 2021 at 11:00 a.m. (Eastern time) for the following purposes:

1. to receive the consolidated financial statements of the Corporation for the fiscal years ended December 31, 2018, 2019 and 2020 together with the auditors’ reports thereon;
2. to elect directors of the Corporation for the ensuing year;
3. to appoint Davidson and Company LLP, Chartered Professional Accountants, as auditors of the Corporation for the ensuing year, and to authorize the directors of the Corporation to fix their remuneration;
4. to consider and, if deemed advisable, to pass an ordinary resolution, with or without amendment, to approve and confirm the renewal of the Stock Option Plan of the Corporation, as more particularly described in the accompanying Information Circular (the “**Information Circular**”);
5. to consider, and, if deemed advisable, to pass an ordinary resolution, with or without amendment, to approve and confirm By-law No. 1 of the Corporation, as more particularly described in the accompanying Information Circular; and
6. to transact such further and other business as may properly come before the Meeting or any adjournment thereof.

The Corporation’s accompanying Information Circular provides additional information relating to each of the matters to be addressed at the Meeting and is deemed to form part of this Notice of Meeting.

Due to the continued public health impact of the coronavirus outbreak (COVID-19) and in consideration of the health and safety of the shareholders of the Corporation, employees and the broader community, the Meeting will be held in a virtual only format, by way of a teleconference, instead of in person. Shareholders will have the opportunity to join the Meeting via teleconference by calling 1-866-297-7169 (Canada) or 1-866-225-1342 (United States), Conference Code 2669099561#; (if located outside of Canada or the U.S., shareholders should visit <https://www.intercallonline.com/>, click Get dial-in numbers and use the Conference Code 2669099561 to obtain the applicable dial-in number in the country such shareholder is located in). Shareholders will not be able to vote at the Meeting via the teleconference call.

Shareholders are encouraged to read, complete, sign, date and return the enclosed form of proxy prior to the Meeting in accordance with the instructions set out in the proxy and in the Information Circular. In order to be valid for use at the Meeting, proxies must be received by Computershare Investor Services Inc., at its office at 8<sup>th</sup> floor, 100 University Avenue, Toronto, Ontario, Canada, M5J 2Y1 by 11:00 a.m. (Eastern time) on June 28, 2021 or, in the event of a postponement or adjournment of the Meeting, at least forty-eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting. The time limit for deposit of proxies may be waived or extended by and at the discretion of the Chair of the Meeting, without notice.

The Board of Directors (the “**Board**”) has fixed May 26, 2021 as the record date (the "**Record Date**") for the determination of Shareholders entitled to receive notice of and vote at the Meeting. Any persons who were not holders of Shares and who acquired Shares after the Record Date will not be entitled to receive notice of or vote those Shares at the Meeting.

**DATED** this 1<sup>st</sup> day of June, 2021.

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

*“Patrick Wood”*

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Patrick Wood  
President and Chief Executive Officer