

## MIRA X ACQUISITION CORP.

### NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

**TAKE NOTICE THAT** an annual and special meeting (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of Mira X Acquisition Corp. (the “**Corporation**”) will be held on October 28, 2020, at 10:30 a.m. at 135 Yorkville Ave, Suite 900 Toronto, Ontario, M5R 0C7 and will be available by audio webcast online at <https://fasken.webex.com/fasken/j.php?MTID=m5b3c135b4bd1f2df8c6e87659063e177> (Meeting Number: 133 118 5877, Passcode: Bay333), as it may be adjourned or postponed, for the following purposes:

1. to receive the audited financial statements of the Corporation for the financial year ended December 31, 2019, and the accompanying report of the auditors thereon;
2. to increase the number of directors of the Corporation from three (3) to six (6) upon the effective time (the “**Effective Time**”) of the completion of the closing of the proposed qualifying transaction with 6384269 Canada Inc. (the “**GURU Transaction**”), as more fully described in the management information circular dated September 28, 2020 (the “**Management Information Circular**”) accompanying this notice of Meeting;
3. to elect the current directors of the Corporation (the “**Current Slate**”) to serve from the close of the Meeting until the earlier of (i) the close of the next annual meeting of Shareholders of the Corporation or until their successors are elected or appointed and (ii) the Effective Time, as more fully described in the Management Information Circular;
4. to elect the new slate of directors of the Corporation to serve from the Effective Time until the close of the next annual meeting of Shareholders of the Corporation or until their successors are elected or appointed, if applicable, as more fully described in the Management Information Circular;
5. to reappoint the current auditor of the Corporation, RSM Canada LLP, as the auditor of the Corporation until the earlier of (i) the close of the next annual meeting of Shareholders of the Corporation and (ii) the Effective Time, and to authorize the directors of the Corporation to fix the auditors’ remuneration, as more fully described in the Management Information Circular;
6. to appoint KPMG LLP as the auditor of the Corporation from the Effective Time of the GURU Transaction until the close of the next annual meeting of Shareholders of the Corporation, as more fully described in the Management Information Circular;
7. to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution approving the omnibus incentive plan of the Corporation and the incentive stock option limit for omnibus plan participants working or resident in the United States (attached as Schedule “B” to the Management Information Circular), as more fully described in the Management Information Circular, to be adopted conditional upon the completion of the GURU Transaction;
8. to consider and, if deemed appropriate, to pass, with or without variation, a special resolution approving an amendment to the articles of the Corporation to reflect the consolidation of the issued and outstanding common shares in the capital of the Corporation on the basis of one (1) post-consolidation common share for every 83.846 pre-consolidation common shares, as more fully described in the Management Information Circular;
9. to consider and, if deemed appropriate, to pass, with or without variation, a special resolution approving the amendment of the articles of the Corporation to change the name of the Corporation to “GURU Organic Energy Corp.” or such other similar name as the board of directors of the Corporation, in its sole discretion, deems appropriate or as required by applicable regulatory authorities, as more fully described in the Management Information Circular;
10. to consider and, if deemed appropriate, to pass, with or without variation, a special resolution authorizing and approving the continuance (the “**Continuance**”) of the Corporation from the Province of Ontario into the

Federal jurisdiction of Canada in accordance with the *Canada Business Corporations Act* (the “CBCA”), as more fully described in the Management Information Circular;

11. to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution ratifying, confirming and approving the new general by-laws of the Corporation following the Continuance attached as Schedule “E” to the Management Information Circular; and,
12. to transact such other business as may be properly brought before the Meeting or any postponement or adjournment thereof.

Information relating to the items above is set forth in the Management Information Circular.

Only Shareholders of record as of September 28, 2020, are entitled to notice of the Meeting and to vote at the Meeting and at any adjournment or postponement thereof.

This year in order to proactively deal with the unprecedented health impact of the novel coronavirus, also known as “COVID-19”, to protect the health and safety of Shareholders, employees, other stakeholders and the community, and to comply with the procedures imposed by both federal and provincial governments, Shareholders are strongly encouraged to listen to the Meeting via audio webcast at:

<https://fasken.webex.com/fasken/j.php?MTID=m5b3c135b4bd1f2df8c6e87659063e177> (Meeting Number: 133 118 5877, Passcode: Bay333) instead of attending the Meeting in person and to vote on the matters before the Meeting by proxy, appointing the management nominees named in the accompanying form of proxy provided to Shareholders by their intermediary or the Corporation, in order to limit the number of attendees in person. To join the Meeting, we recommend clicking the provided link at least ten minutes before the Meeting is due to start. **Please note that you will not be able to vote via webcast. If you intend to join the Meeting via audio webcast you must vote on the matters before the Meeting by proxy not later than forty-eight (48) hours (excluding Saturdays, Sundays or statutory holidays in the Province of Ontario) before any adjournment or postponement of the Meeting.**

#### IMPORTANT

It is desirable that as many common shares as possible be represented at the Meeting. If you do not expect to attend the Meeting and would like your common shares represented, please complete the enclosed instrument of proxy and return it as soon as possible in the envelope provided for that purpose. To be valid, all instruments of proxy must be deposited at the office of the Registrar and Transfer Agent of the Corporation, TSX Trust Company, 100 Adelaide Street West, Suite 301, Toronto, Ontario, M5H 4H, not later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting or any postponement or adjournment thereof. Late instruments of proxy may be accepted or rejected by the Chairman of the Meeting in his discretion and the Chairman is under no obligation to accept or reject any particular late instruments of proxy.

DATED at Toronto, Ontario this 28<sup>th</sup> day of September 2020.

By Order of the Board of Directors of Mira X Acquisition Corp.

*<Signed> “Ronald D. Schmeichel”*

**Ronald D. Schmeichel**

**Chief Executive Officer, Chief Financial Officer,  
President and Secretary of Mira X Acquisition Corp.**