

**RED RIVER CAPITAL CORP.**

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS  
TO BE HELD ON TUESDAY, SEPTEMBER 15, 2020**

**NOTICE IS HEREBY GIVEN** that the annual general and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (“**Common Shares**”) of Red River Capital Corp. (the “**Corporation**”) will be held at 10:00 a.m. (Calgary time) on Tuesday September 15, 2020, via the Google Meet platform, which can be accessed using the following link [meet.google.com/hxj-yujb-ikm](https://meet.google.com/hxj-yujb-ikm), for the following purposes:

1. to receive the audited financial statements of the Corporation as at and for the financial year ended March 31, 2020, together with the notes thereto and the auditors’ report thereon;
2. to fix the number of directors to be elected at the Meeting at four;
3. to elect the board of directors of the Corporation (the “**Board**”) to hold office until the next annual meeting of Shareholders or until their successors are duly elected or appointed;
4. to approve the appointment of MNP, LLP as auditors of the Corporation for the ensuing year at such remuneration as may be determined by the Board;
5. to consider, and, if deemed advisable, to approve, with or without variation, an ordinary resolution, the full text of which is set forth in the accompanying management information circular (“**Information Circular**”) prepared for the purposes of the Meeting, approving the Corporation’s stock option plan;
6. to consider, and, if deemed advisable, to approve, with or without variation, a special resolution, the full text of which is set forth in the Information Circular, authorizing the change of name of the Corporation to “Bitcoin Well Inc.” or such other name as the Board, in their sole discretion and subject to applicable regulatory approval, determines to be appropriate;
7. to consider, and, if deemed advisable, to approve, with or without variation, a special resolution, the full text of which is set forth in the Information Circular, amending the Corporation’s Articles to create a new class of non-voting common shares (the “**Non-Voting Shares**”) with the rights, privileges, restrictions and conditions attaching thereof as set forth in Schedule “A” to the Information Circular; and
8. to transact any other business as may properly be brought before the Meeting or any adjournment(s) or postponement thereof.

The details of all matters proposed to be put before the Shareholders at the Meeting are set forth in the Information Circular. As part of our corporate social responsibility and our preparedness plans in response to COVID-19, the Company believes hosting the Meeting in virtual only format is in the best interest of our stakeholders and it is part of our commitment to do our part to protect the health and safety of our communities, employees, shareholders and other stakeholders.

The record date for determination of the Shareholders entitled to receive notice of and to vote at the Meeting is August 12, 2020 (the “**Record Date**”).

**If you are unable to attend the Meeting in person we request that you date, sign and return the enclosed form of proxy to Red River Capital Corp.’s transfer agent, TSX Trust Company, 301 -100 Adelaide Street West, Toronto, Ontario, M5H 4H1 Attention: Proxy Department in the enclosed self-addressed envelope not later than 10:00 a.m. (Calgary time) on September 11, 2020 or not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to any adjournment of the meeting.**

**If you are a non-registered holder of Common Shares and have received these materials from your broker or another intermediary, please complete and return the voting instruction form or other authorization form provided to you by your broker or intermediary in accordance with the instructions provided. Failure to do so may result in your Common Shares not being eligible to be voted at the Meeting.**

The form of proxy confers discretionary authority with respect to: (i) amendments or variations to the matters of business to be considered at the Meeting; and (ii) other matters that may properly come before the Meeting. As of the date hereof, management of the Corporation knows of no amendments, variations or other matters to come before the Meeting other than the matters set forth in this Notice of Annual General and Special Meeting. Shareholders who are planning on returning the accompanying form of proxy are encouraged to review the Information Circular carefully before submitting the proxy form.

**DATED** this 18<sup>th</sup> day of August, 2020.

**BY ORDER OF THE BOARD OF DIRECTORS OF RED  
RIVER CAPITAL CORP.**

(signed) "*Julian Klymochko*"

---

Julian Klymochko  
CEO and Director