

GENERAL ASSEMBLY HOLDINGS LIMITED

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TO BE HELD ON JUNE 2, 2022

NOTICE IS HEREBY GIVEN that the Annual General Meeting of shareholders of General Assembly Holdings Limited (the “**Company**”) will be held at 331 Adelaide Street, Toronto, Ontario M5V 1R5 on Thursday, June 2, 2022, at 11:00 a.m. (Toronto time) (the “**Meeting**”) for the following purposes:

1. to receive the audited financial statements of the Company for the year ended December 31, 2021, with the auditor's report thereon;
2. to set the number of directors to be elected at the Meeting at six and to elect six directors for the ensuing year;
3. to appoint the auditor for the ensuing year and to authorize the directors of the Company to fix the auditor's remuneration;
4. to consider and, if thought fit, to pass an ordinary resolution ratifying and approving the Company's new Equity Incentive Plan, as more particularly described in the accompanying Management Information Circular;
5. to consider and, if thought fit, to pass an ordinary resolution ratifying and approving the Company's existing Stock Option Plan, as more particularly described in the accompanying Management Information Circular; and
6. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The Management Information Circular, proxy form and return card also accompany this Notice of Meeting.

Only shareholders of record at the close of business on April 26, 2022, will be entitled to receive notice of, and to vote at, the Meeting or any adjournment thereof. Registered shareholders who are unable to or who do not wish to attend the Meeting in person are requested to date and sign the enclosed Proxy form promptly and return it in the self-addressed envelope enclosed for that purpose or by any of the other methods indicated on the Proxy form. To be used at the Meeting, proxies must be received by Odyssey Trust Company, Proxy Department, Trader's Bank Building, 702, 67 Yonge Street, Toronto, Ontario M5E 1J8 by 11:00 a.m. (Toronto time) on May 31, 2022 or, if the Meeting is adjourned, by 11:00 a.m. (Toronto time), on the second last business day prior to the date on which the Meeting is reconvened, or may be accepted by the chairman of the Meeting prior to the commencement of the Meeting. If a registered shareholder receives more than one Proxy form because such shareholder owns shares registered in different names or addresses, each Proxy form should be completed and returned.

If you are a non-registered shareholder of the Company and receive these materials through your broker or through another intermediary, you must complete and return your voting instructions in accordance with the procedures provided by your broker or such other intermediary.

**In light of the ongoing COVID-19 pandemic and in order to protect the health and safety of shareholders and the broader community, we strongly encourage you to vote by proxy in advance of the Meeting and note that it is not advisable to hold the Meeting in person. Should the circumstances change, we will announce alternative arrangements for the Meeting by press release as promptly as practicable.**

**Registered shareholders who are unable to attend the Meeting and who wish to ensure that their common shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.**

**Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that their common shares will be voted at the Meeting. If you hold your common shares in a brokerage account, you are not a registered shareholder.**

Dated as of the 2<sup>nd</sup> day of May, 2022.

BY ORDER OF THE BOARD

*“Ali Khan Lalani”*

ALI KHAN LALANI  
President, CEO and Director