

# ELCORA ADVANCED MATERIALS CORP.

749 Shore Drive  
Bedford Nova Scotia  
B4A 4E5

## NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the “**Meeting**”) of the Shareholders of Elcora Advanced Materials Corp. (the “**Corporation**”) will be held via conference call (please reference dial-in details on page 2 of this Notice below), on **Tuesday, September 28, 2021** at 10:00 a.m. (Halifax, Nova Scotia time) for the following purposes:

1. to receive the audited financial statements of the Corporation for the financial year ended on March 31, 2021;
2. fix the number of directors at three (3);
3. elect directors for the ensuing year;
4. appoint Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants, as auditor of the Corporation for the ensuing year and authorize the directors to determine the remuneration to be paid to the auditor;
5. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution to reapprove the Company’s 10% rolling incentive stock option plan for the ensuing year;
6. to consider and if deemed advisable, to pass, with or without variation, an ordinary resolution of disinterested shareholders to approve a new restricted share unit plan (the “**RSU Plan**”) for the Company;
7. to consider and, if deemed appropriate, to pass, with or without variation, a resolution, as more fully described in the management information circular, approving By-law No. 1 of the Corporation substantially in the form attached to the management information circular; and
8. transact such other business as may properly be put before the Meeting.

All Shareholders are entitled to attend and vote at the Meeting in person or by proxy. The Board of Directors (the “**Board**”) requests that all shareholders (the “**Shareholders**”) who will not be attending the Meeting in person read, date and sign the accompanying proxy and deliver it to Endeavor Trust Corporation (the “**Endeavor**” or the “Transfer Agent”). If a Shareholder does not deliver a proxy to Endeavor, Attention: Proxy Department, 702 – 777 Hornby Street, Vancouver, British Columbia, V6Z 1S4, or by email at [proxy@endeavortrust.com](mailto:proxy@endeavortrust.com) by **10:00 a.m.** (Halifax, Nova Scotia time) on **Friday, September 24, 2021** (or prior to 48 hours excluding Saturdays, Sundays and holidays, before any adjournment of the meeting at which the proxy is to be used) then the shareholder will not be entitled to vote at the Meeting by proxy. Only Shareholders of record at the close of business on **Tuesday, August 24, 2021** will be entitled to vote at the Meeting.

An information circular and a form of proxy accompanying this notice.

**In view of the current and rapidly evolving COVID-19 outbreak, the Company asks that, in considering whether to attend the Meeting in person, shareholders follow the instructions of the Public Health Agency of Canada (<https://www.canada.ca/en/public-health/services/diseases/2019-novel-coronavirus-infection.html>). The Company encourages Shareholders not to attend the Meeting in person and to join the Meeting by**

**teleconference. To access the Meeting by teleconference, dial toll free at 1-800-319-7310, Participation Code: 77783, followed by the # key.**

DATED at Halifax, Nova Scotia, the 24<sup>th</sup> day of **August, 2021.**

**ON BEHALF OF THE BOARD**

**Signed:** “*Troy Grant*”

Troy Grant,  
President, Chief Executive Officer