

**STEM 7 CAPITAL INC.**  
**Suite 202 – 750 West Pender Street**  
**Vancouver, British Columbia V6C 2T8**  
**Telephone: (778) 773-4560**

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

TAKE NOTICE that the annual general meeting of shareholders of Stem 7 Capital Inc. (the “Company”) will be held at #1200 – 750 West Pender Street, Vancouver, British Columbia, V6C 2T8 on:

**Wednesday, July 26, 2017**

at the hour of 10:00 a.m. (Vancouver time) (the “Meeting”) for the following purposes:

1. to receive the report of the directors;
2. to receive the financial statements of the Company for its fiscal years ended December 31, 2016 and December 31, 2015 and the report of the auditors thereon;
3. to fix the number of directors at four (4);
4. to elect the directors for the ensuing year;
5. to appoint Manning Elliott LLP, Chartered Accountants as auditors and to authorize the directors to fix the auditors’ remuneration;
6. to consider and, if thought fit, to pass, with or without variation, an ordinary resolution approving the continuation of the Company’s stock option plan, as more particularly described in the accompanying Information Circular; and
7. to transact any other business which may properly come before the Meeting, or any adjournment thereof.

Accompanying this Notice is an Information Circular, a form of proxy and a form whereby shareholders can request to be added to the Company’s supplemental mailing list. The Information Circular provides additional information relating to the matters to be considered at the Meeting and forms part of this Notice.

The Board of Directors has fixed the close of business on June 19, 2017 as the record date for determining the shareholders who are entitled to receive notice of, and to vote at, the Meeting or any adjournment thereof. A shareholder entitled to vote at the Meeting is entitled to appoint a proxyholder to attend and vote in his/her stead. If you are unable to attend the Meeting in person, please date, sign, and return the enclosed proxy in accordance with the instructions set out in the notes to the proxy and any accompanying information from your intermediary.

DATED at Vancouver, British Columbia, this 19<sup>th</sup> day of June, 2017.

ON BEHALF OF THE BOARD OF DIRECTORS

*"David McMillan"*  
CHIEF EXECUTIVE OFFICER

*These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the issuer or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the issuer (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.*