



**MOON RIVER CAPITAL LTD.**  
217 Queen Street West, Suite 401  
Toronto, Ontario M5V 0R2

## **NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that an annual and special meeting (the "**Meeting**") of shareholders of **Moon River Capital Ltd.** (the "**Company**") will be held on **Monday, December 18, 2023**, at the hour of 2:00 p.m. (Eastern time), at the office of Irwin Lowy LLP at Suite 401, 217 Queen Street West, Toronto, Ontario M5V 0R2, for the following purposes:

1. to receive and consider the audited financial statements of the Company for the financial years ended December 31, 2021, and December 31, 2022, and the report of the auditors thereon;
2. to appoint the auditors of the Company and to authorize the directors to fix their remuneration;
3. to elect the directors of the Company;
4. to consider, and if deemed advisable, to pass, with or without variation, an ordinary resolution ratifying and approving the Company's amended stock option plan;
5. to consider and, if deemed advisable, to pass, with or without variation, a resolution of disinterested shareholders of the Company ratifying the grant, and authorizing, approving and permitting the exercise of certain outstanding stock options, as more particularly described in the accompanying management information circular;
6. to consider and, if deemed advisable, to pass, with or without variation, a special resolution in the form attached as Exhibit "A" to this notice of Meeting to amend the articles of the Company to change the name of the Company to such name as the directors of the Company, in their sole discretion, may determine and as may be acceptable to the Director appointed under the *Business Corporations Act* (Ontario), as more fully described in the accompanying management information circular; and
7. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his, her or its duly executed form of proxy with the Company's transfer agent and registrar, TSX Trust Company (the "**Transfer Agent**"), at 100 Adelaide Street West, Suite 301, Toronto, Ontario M5H 4H1 or by fax at (416) 595-9593 not later than 2:00 p.m. (Eastern time) on Thursday, December 14, 2023 or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the time of such adjourned meeting.

Shareholders who are unable to attend the Meeting in person, are requested to date, complete, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting.

The board of directors of the Company (the "**Board**") has by resolution fixed the close of business on November 6, 2023, as the record date for the Meeting, being the date for the determination of the registered holders of common shares of the Company entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof.

The accompanying management information circular provides additional detailed information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this notice of annual and special meeting. Additional information about the Company and its financial statements are also available on the Company's profile at [www.sedarplus.ca](http://www.sedarplus.ca). Shareholders may contact the Transfer Agent at 1-866-600-5869 or [tsxtis@tmx.com](mailto:tsxtis@tmx.com) to obtain more information relating to the Meeting.

**DATED** this 17<sup>th</sup> day of November, 2023.

**BY ORDER OF THE BOARD**

*"Paul Parisotto" (signed)*

President, Chief Executive Officer and Director

**EXHIBIT "A"**

**SPECIAL RESOLUTIONS OF THE SHAREHOLDERS**

**OF**

**MOON RIVER CAPITAL LTD. (THE "COMPANY")**

**AMENDMENT TO ARTICLES – NAME CHANGE**

**"BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:**

1. the articles of the Company be amended to change the name of the Company to such name as the directors of the Company, in their sole discretion, may determine and as may be acceptable to the Director appointed under the *Business Corporations Act* (Ontario);
2. notwithstanding that this resolution has been duly passed by the shareholders of the Company, the directors of the Company be, and they are hereby, authorized and empowered to revoke this resolution at any time prior to the issue of a certificate of amendment giving effect to the articles of amendment and to determine not to proceed with the amendment of the articles of the Company without further approval of the shareholders of the Company; and
3. any director or officer of the Company be and he or she is hereby authorized and directed, for and on behalf of the Company, to execute and deliver all such documents and to do all such other acts or things as he or she may determine to be necessary or advisable to give effect to this resolution, including, without limitation, the execution and delivery of articles of amendment in the prescribed form to the Director appointed under the *Business Corporations Act* (Ontario), the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination."