

# BARKSDALE CAPITAL CORP.

## NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON DECEMBER 13, 2017

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of the shareholders of Barksdale Capital Corp. (the “**Company**”) will be held at Suite 610 – 815 West Hastings Street, Vancouver, B.C., on Wednesday, December 13, 2017, at 11:00 a.m. (Vancouver time) for the following purposes:

1. To receive the audited financial statements of the Company for the year ended March 31, 2017 and the report of the auditor on those statements.
2. To set the number of directors for the ensuing year at four.
3. To elect directors for the ensuing year.
4. To appoint the auditor for the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor.
5. To consider and, if thought advisable, pass an ordinary resolution confirming and approving the Company’s shareholder rights plan as more particularly described in the Company’s management information circular dated November 14, 2017 (the “**Information Circular**”) accompanying this Notice of Meeting.
6. To consider and, if thought advisable, pass an ordinary resolution adopting and approving a new “rolling” stock option plan for the Company as more particularly described in the Information Circular.
7. To consider and if thought appropriate, pass, with or without amendment, a special resolution altering the Company’s articles to incorporate advance notice provisions for the nomination of directors of the Company as more particularly described in the Information Circular; and
8. To transact such other business as may properly come before the Meeting or any adjournments thereof.

This notice is accompanied by the management Information Circular and either a form of proxy for registered shareholders or a voting instruction form for beneficial shareholders. Shareholders are requested to read the Information Circular and, if unable to attend the Meeting in person, complete, date, sign and return the proxy or voting instruction form, as applicable, so that as large a representation as possible may be had at the Meeting.

The Board of Directors of the Company has fixed the close of business on November 8, 2017 as the record date, being the date for the determination of the registered holders of common shares entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof. The Board of Directors has also fixed 11:00 a.m. (Vancouver time) on Monday, December 11, 2017, or no later than 48 hours before the time of any adjourned Meeting (excluding Saturdays, Sundays and holidays), as the time before which proxies to be used or acted upon at the Meeting or any adjournment thereof shall be deposited with the Company’s registrar and transfer agent, Computershare Investor Services Inc.

DATED at Vancouver, British Columbia, as of the 14th day of November, 2017.

**BARKSDALE CAPITAL CORP.**

By: *(signed)* “**Richard S. Silas**”

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Richard S. Silas  
President and Chief Executive Officer