

COTEC HOLDINGS CORP.

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON OCTOBER 26, 2023**

NOTICE IS HEREBY GIVEN that an annual and special meeting (the “**Meeting**”) of the shareholders of CoTec Holdings Corp. (the “**Company**” or “**CoTec**”) will be held virtually via live webcast at <https://meetnow.global/MWRHDVR>, on October 26, 2023 at 8:00 a.m. (Vancouver time), for the following purposes, as more particularly described in the accompanying management information circular (the “**Circular**”):

1. to receive and consider the financial statements for the fiscal year ended December 31, 2022 and the auditor’s report thereon;
2. to elect the directors of the Company for the ensuing year;
3. to appoint an auditor for the ensuing year and to authorize the directors to fix the auditor’s remuneration;
4. to approve and confirm the equity incentive plan of the Company; and
5. to transact such further and other business as may properly be brought before the Meeting or any adjournment thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the Circular. The Circular is deemed to form part of this notice of meeting. Please read the Circular carefully before you vote on the matters being transacted at the Meeting.

Holders of common shares registered on the books of the Company at the close of business on September 21, 2023 are entitled to notice of and to vote at the Meeting.

This year, registered shareholders and duly appointed proxyholders are invited to attend the Meeting by live webcast, which will enable registered shareholders and duly appointed proxyholders to submit questions and vote online. Non-registered shareholders holding common shares beneficially through an intermediary (“**Non-Registered Shareholders**”) who have not appointed themselves may attend the live webcast of the Meeting, but will not have the ability to vote virtually or ask questions.

The accompanying form of proxy or voting instruction form includes detailed instructions on how to attend and vote virtually at the Meeting.

INSTRUCTION FOR ATTENDING THE MEETING VIA LIVE WEBCAST: Shareholders and duly appointed proxyholders are invited to attend the Meeting virtually via live webcast, by going to <https://meetnow.global/MWRHDVR>.

- For Registered Shareholders and Duly Appointed Proxyholders:
 - Registered Shareholders: click on “Shareholder” and enter your 15-digit control number located on the form of proxy or in the email notification you received.
 - Duly Appointed Proxyholders: click on “Invitation” and enter your Invite Code provided by Computershare after the voting deadline has passed.
- For Non-Registered Shareholders:
 - Click on “Guest” and complete the online form; however, Non-Registered Shareholders will not be able to vote or submit questions at the Meeting.

Voting by Proxy, Telephone or Online

If you are unable to attend the Meeting, then we invite you to date, sign and return the enclosed form of proxy. Proxies to be used at the Meeting must be deposited with Computershare (Attention: Proxy Department), 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1 before 8:00 am (Vancouver time) on October 24, 2023. Late proxies may be accepted or rejected by the Chair of the Meeting in their discretion, and the Chair is under no obligation to accept or reject any particular late proxy. Shareholders may also elect to vote by use of the telephone or via the internet in accordance with the instructions on the applicable form of proxy.

Non-Registered Shareholders wishing to be represented by proxy at the Meeting or any adjournment(s) of the Meeting must have deposited their completed voting instruction form in accordance with the directions provided on their voting instruction form.

Shareholders, including Non-Registered Shareholders, who wish to appoint a third party proxyholder to represent them at the Meeting **must submit their proxy or voting instruction form before registering their proxyholder. Registering the proxyholder is an additional step once the shareholder has submitted their proxy or voting instruction form. Failure to register a duly appointed proxyholder will result in the proxyholder not receiving an Invite Code that would allow them to participate in the online Meeting.**

To register a proxyholder shareholders **must** visit <https://www.computershare.com/cotec> and provide Computershare with their proxyholder's contact information by 8:00 am (Vancouver time) on October 24, 2023, so that Computershare may provide the proxyholder with an Invite Code via email. **In order to participate online, shareholders must have a valid 15-digit control number and proxyholders must have received an email from Computershare containing an Invite Code.**

The virtual meeting platform is fully supported across most commonly used web browsers (note: Internet Explorer is not a supported browser). We encourage you to access the meeting prior to the start time. **It is important that you are connected to the internet at all times during the Meeting in order to vote when balloting commences.**

A Management Information Circular is attached to this Notice of Meeting. Shareholders are reminded to review the Management Information Circular before voting.

DATED this 27th day of September, 2023.

BY ORDER OF THE BOARD OF DIRECTORS

"Raffaele (Lucio) Genovese"

Raffaele (Lucio) Genovese

Chair