

ITOK CAPITAL CORP.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the annual and special meeting (the “**Meeting**”) of the holders of common shares (“**Common Shares**”) of ITOK Capital Corp. (the “**Corporation**”) will be held at Suite 1240, 100 Wellington Street West, TD West Tower, Toronto, Ontario M5K 1B7 at 12:00 p.m. (Toronto time) on April 20, 2021, for the following purposes:

1. to receive and consider the Corporation’s audited financial statements for the financial years ended December 31, 2017, 2018 and 2019, together with the auditor’s reports thereon;
2. to consider and, if deemed advisable, to pass, with or without variation, a special resolution authorizing the Corporation to increase the number of directors from 3 to 7;
3. to elect the board of directors (the “**Board**”) of the Corporation for the ensuing year;
4. to re-appoint the auditors of the Corporation for the ensuing year and to authorize the Board to fix the auditor’s remuneration;
5. to consider, and, if deemed advisable, to pass, with or without variation, a special resolution (the “**Continuance Resolution**”), the full text of which is included in the Circular, approving the continuance (the “**Continuance**”) of the Corporation from the *Business Corporations Act* (Ontario) (“**OBCA**”) to the *Business Corporations Act* (British Columbia) (“**BCBCA**”), and adoption of new Articles of the continued company under the BCBCA, as more particularly set forth and described in the Circular;
6. to consider, and if deemed advisable, to pass, with or without variation, a special resolution approving the consolidation of the issued and outstanding Common Shares of the Corporation on the basis of one (1) post-consolidation Common Share for each ten (10) pre-consolidation Common Shares, as more particularly described in the Circular;
7. to consider, and if deemed advisable, to pass, with or without variation, a special resolution approving the split of the issued and outstanding Common Shares of the Corporation on the basis of ten (10) post-split Common Shares for each one (1) pre-split Common Share, as more particularly described in the Circular;
8. to consider, and if deemed advisable, to pass, with or without variation, a special resolution approving changing the name of the Corporation to such other name as the Board may determine, as more particularly described in the Circular;
9. to consider, and if deemed advisable, to pass, with or without variation, an ordinary resolution of disinterested shareholders to authorize and approve the removal of any and all potential consequences due to the Corporation not having completed a Qualifying Transaction within twenty-four months of the date its Common Shares were initially listed on the TSX Venture Exchange;
10. to consider, and if deemed advisable, to pass, with or without variation, an ordinary resolution of disinterested shareholders to authorize the payment of finder’s fees or commissions to non-arm’s length parties to the Corporation upon completion of a Qualifying Transaction, as more particularly described in the Circular;
11. to consider, and if deemed advisable, to pass, with or without modification, the ordinary resolution of disinterested shareholders, as more particularly set forth in the Circular, relating to the approval of the Corporation’s rolling stock option plan;
12. to consider, and if deemed advisable, to pass, with or without modification, an ordinary resolution, as more particularly set forth in the Circular, providing for certain post-Continuance matters upon the Continuance being effective;
13. To consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution of disinterested shareholders to authorize and approve the re-listing of the Corporation on the TSX Venture Exchange; and
14. to transact such further and other business as may properly come before the Meeting or any adjournment or adjournments thereof.

The record date for the determination of shareholders entitled to receive notice of and to vote at the Meeting is Tuesday, March 16th, 2021 (the “Record Date”). Shareholders of the Corporation whose names have been entered in the register of shareholders at the close of business on that date will be entitled to receive notice of and to vote at the Meeting.

A registered shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment thereof in person are requested to date, execute and return the accompanying form of proxy for use at the Meeting or any adjournment thereof. To be effective, the enclosed proxy must be mailed so as to reach or be deposited with TSX Trust Company, 100 Adelaide Street West, Suite 301, Toronto, Ontario, M5H 4H1, not later than 12:00 p.m. (Toronto time) on Friday, April 16th, 2021 or if the Meeting is adjourned not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario) prior to the time set for the Meeting or any adjournment thereof.

The persons named in the enclosed form of proxy are each a director and/or officer of the Corporation. Every shareholder has the right to appoint a person or company (who need not be a shareholder) to represent the shareholder at the Meeting other than the persons designated in the enclosed form of proxy. If the shareholder wishes to appoint a person or company other than the persons whose names are designated in the form of proxy, they may do so by inserting the name of the shareholder's chosen proxyholder in the space provided in the form of proxy.

The instrument appointing a proxy shall be in writing and shall be executed by the shareholder or his attorney authorized in writing or, if the shareholder is a corporation, by an officer or attorney thereof duly authorized.

In light of the ongoing novel coronavirus disease (COVID-19) pandemic and in adherence to current government direction and advice (to which the Corporation will adhere between the date of this Circular and the date of the Meeting or any adjournment or postponement thereof), the Corporation is providing shareholders with an opportunity to attend the Meeting and to vote either in person (subject to applicable restrictions regarding public gatherings), via conference call or by proxy at the Meeting. The Corporation encourages shareholders not to attend the Meeting in person, particularly if they are experiencing any of the described COVID-19 symptoms of fever, cough or difficulty breathing. Access to the Meeting will be limited to essential personnel and registered shareholders and proxyholders entitled to attend and vote at the Meeting. Those attending in person will be required to comply with the then current direction and advice from federal, provincial and municipal levels of government concerning public gatherings. Shareholders should be advised that constantly evolving restrictions on the size of public gatherings are beyond the control of the Corporation, and attendance at the Meeting in person may be difficult or not permitted. Accordingly, the Corporation recommends that shareholders vote by proxy. Shareholders or proxyholders who decide to participate by conference call will be able to listen to the Meeting, ask questions and vote, all in real time, provided they comply with all requirements to do so.

The Corporation reserves the right to take any additional precautionary measures deemed appropriate in relation to the Meeting in response to further developments in respect of the COVID-19 pandemic including, if considered necessary or advisable, hosting the Meeting solely by means of remote communication. Should any such changes to the Meeting format occur, the Corporation will announce any and all of these changes by way of news release, which will be filed under the Corporation's profile on SEDAR. We strongly recommend you check the Corporation's profile on the SEDAR website prior to the Meeting for the most current information. In the event of any changes to the Meeting format due to the COVID-19 outbreak, the Corporation will not prepare or mail amended Meeting materials.

ALL SHAREHOLDERS ARE STRONGLY ENCOURAGED TO VOTE BY SUBMITTING THEIR COMPLETED FORM OF PROXY (OR VOTING INSTRUCTION FORM) PRIOR TO THE MEETING BY ONE OF THE MEANS DESCRIBED IN THE CIRCULAR ACCOMPANYING THIS NOTICE OF MEETING.

Shareholders wishing to attend the Meeting by conference call may do so by using the following access numbers:

**Conference Call Dial-In Number: 781-448-4648
Access Code: 21254**

DATED this 25th day of March, 2021.

BY ORDER OF THE BOARD

(signed) "Mohammad S. Fazil"
Chief Executive Officer