

**REBEL CAPITAL INC.
20th Floor – 250 Howe Street
Vancouver, British Columbia
Canada V6C 3R8**

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the annual general and special meeting (the “**Meeting**”) of shareholders of Rebel Capital Inc. (the “**Company**”) will be held at 77 King Street West, Suite 400, Toronto, ON M5K 0A1 on Thursday, December 13, 2018 at 10:00 a.m. (Toronto time) for the following purposes:

1. to receive and consider the annual financial statements of the Company for the fiscal year ended December 31, 2017, together with the report of the auditors thereon;
2. to fix the number of directors at three (3);
3. to elect directors of the Company for the ensuing year;
4. to appoint KPMG LLP as auditor of the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors;
5. to approve the Company’s rolling stock option plan; and
6. to transact any other business which may properly come before the Meeting, or any adjournment thereof.

Accompanying this notice is an information circular and a form of proxy (the “**Proxy**”). 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 of the Company has fixed the close of business on November 6, 2018 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, or any adjournment thereof, in person, please date, execute, 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 13th day of November, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

“Mihalis Belantis”
Chief Executive Officer, Director

“Christopher Donald Reid”
Chief Financial Officer, Secretary,
Director

“Craig Lindsay”
Director