

**NBS CAPITAL INC.**  
**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that the Annual and Special Meeting of Shareholders (the “**Meeting**”) of NBS Capital Inc. (the “**Corporation**”) will be held online at <https://global.gotomeeting.com/join/568000053> and at the offices of Wildeboer Dellelce LLP at Suite 800 - 365 Bay Street, Toronto, Ontario, M5H 2V1, at 10:00 a.m. (Toronto time) on December 14, 2020 for the following purposes:

1. **TO RECEIVE** the financial statements of the Corporation for the fiscal year ended June 30, 2020 and the Auditors’ Report thereon;
2. **TO APPOINT** the auditors of the Corporation for the ensuing fiscal year (or until completion of the Scheme of Arrangement, as defined below) and to authorize the directors of Corporation to fix the auditors’ remuneration;
3. **TO ELECT** the board of directors of the Corporation (the “**Board**”) to hold office until the earlier of the next annual meeting or until the completion of the Scheme of Arrangement;
4. **TO CONSIDER**, and if deemed advisable, conditional upon the completion of the Scheme of Arrangement, pass a special resolution, substantially in the form set out in the accompanying information circular, approving the proposed name change of the Corporation, as described more fully in the accompanying information circular;
5. **TO CONSIDER**, and if deemed advisable, conditional upon the completion of the Scheme of Arrangement, pass a special resolution, substantially in the form set out in the accompanying information circular, approving the proposed consolidation of the common shares of the Corporation, as described more fully in the accompanying information circular;
6. **TO ELECT**, conditional upon and effective as of the completion of the Scheme of Arrangement, a new slate of directors to the Board, with such election to be conditional upon and effective immediately following the completion of the Scheme of Arrangement;
7. **TO CONSIDER**, and, if deemed advisable, to pass an ordinary resolution approving and authorizing the Corporation, in accordance with applicable TSX Venture Exchange policies, to continue the use of the Corporation’s 10% rolling stock option plan;
8. **TO CONSIDER**, and, if deemed advisable, to pass an ordinary resolution ratifying and approving an amendment to the Corporation’s bylaws to permit shareholders to attend meetings electronically; and
9. **TO TRANSACT** such other business as may properly be brought before the Meeting or any adjournment thereof.

**The Corporation is committed to safeguarding the health and well-being of our employees, service providers, shareholders and the community. In light of the novel coronavirus outbreak (COVID-19) and consistent with the latest guidance from public health and government authorities, this year’s Meeting will be available to our shareholders in a virtual format, by way of a live webcast. While we will also be holding the Meeting at the address noted above, the Corporation strongly encourages all shareholders to vote their shares in advance of the Meeting and to attend the Meeting via videoconference at <https://global.gotomeeting.com/join/568000053> rather than attending in person. You can also dial in by telephone using the following numbers: in Canada dial (647) 497-9391, in Australia dial +61 2 9087 3604 and in the United States dial 1 (646) 749-3129 and use access code 568-000-053. The Board and management will address the meeting and Shareholders will be able to listen and ask questions at the meeting in real time via the Internet. Voting in advance of the Meeting in accordance with the instructions set out on your form of proxy or voting instruction form will ensure your votes are counted at the Meeting, and participating via videoconference or telephone will help safeguard your health and the health of the Corporation’s personnel and the community generally.**

**You are encouraged to make sure that your votes are represented at the Meeting. Additional information on how to attend the virtually and to vote your shares in advance of the Meeting is enclosed. Please take the time to vote using the proxy form or voting instruction form sent to you in accordance with the instructions thereon so that your shares are voted according to your instructions and represented at the Meeting.**

The Board of Directors has fixed November 2, 2020, as the record date for determining the Shareholders who are entitled to receive notice of and to vote at the Meeting. Only shareholders of record at the close of business on November 2, 2020 will be entitled to receive notice of and vote at the Meeting.

Particulars of the foregoing matters are set forth in the accompanying management information circular.

The audited financial statements of the Corporation as at and for the year ended June 30, 2020 and the report of the auditor of the Corporation thereon can be viewed on the Corporation's SEDAR profile at [www.sedar.com](http://www.sedar.com) and will be available for inspection at the Meeting.

Registered shareholders are requested to complete, date, sign and return the accompanying form of proxy in the enclosed return envelope. All instruments appointing proxies to be used at the Meeting or at any adjournment thereof must be delivered to the TSX Trust Company, Suite 301, 100 Adelaide Street West, Toronto, Ontario, M5H 4H1, by 10 a.m. ET on December 10, 2020.

DATED this 31<sup>st</sup> day of October, 2020.

**BY ORDER OF THE BOARD OF DIRECTORS**

*(signed) "Paul Barbeau"* \_\_\_\_\_

Paul Barbeau, Director, Chairman, Chief Executive Officer