

DEPARTURE BAY CAPITAL CORP.

**NOTICE OF ANNUAL GENERAL & SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON AUGUST 10, 2023**

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of Shareholders of Departure Bay Capital Corp. (the “**Company**”) will be held at Suite 228-1122 Mainland Street, Vancouver, B.C., Canada V6B 5L1 on Thursday, August 10, 2023 at 10:00 AM (Vancouver Time) for the following purposes:

1. to receive the audited financial statements of the Company for the financial year ended February 28, 2023, together with the report of the auditors thereon;
2. to fix the number of directors of the Company at four (4);
3. to elect the directors of the Company for the ensuing year;
4. to re-appoint the auditors for the ensuing year and to authorize the directors of the Company to determine the remuneration to be paid to the auditors;
5. to approve the Company’s 10% rolling stock option plan; and
6. to transact such other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

This notice of Meeting is accompanied by: (a) the management information circular (the “**Circular**”); and (b) either a form of proxy for registered Shareholders or a voting instruction form for beneficial Shareholders. **The Circular accompanying this notice of Meeting is incorporated into and shall be deemed to form part of this notice of Meeting.**

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is July 4, 2023 (the “**Record Date**”). Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof.

In light of COVID-19, the Company asks Shareholders to consider voting their shares by proxy and not attend the Meeting in person. Shareholders are strongly urged to vote on the matters before the Meeting by completing a proxy or VIF (as defined below) or the materials provided by their Intermediary (as defined below), as applicable. The Company may take additional precautionary measures in relation to the Meeting in response to further developments in the COVID-19 outbreak.

A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournments or postponements thereof in person are requested to complete, date, sign and return the accompanying form of proxy for use at the Meeting or any adjournments or postponements thereof. As a shareholder, you can choose from three different ways to vote your shares by proxy: (a) by mail or delivery in the addressed envelope provided or deposited at the offices of TSX Trust Company, Suite 301, 100 Adelaide Street West, Toronto, ON, M5H 4H1, on behalf of the Company, so as to arrive not later than 10:00 AM (Vancouver time) on August 8, 2023, or if the Meeting is adjourned, at the latest 48 hours (excluding Saturdays, Sundays and holidays) before the time set for any reconvened meeting at which the proxy is to be used; (b) by telephone (toll free) at 1-888-489-7352; (c) on the internet at www.tsxtrust.com/vote-proxy; (d) by fax at 1-416-595-9593, unless the chair of the Meeting elects to exercise his or her discretion to accept proxies received subsequently. The above time limit for deposit of proxies may be waived or extended by the chair of the Meeting at his or her discretion without notice.

DATED this 13th day of July, 2023.

BY ORDER OF THE BOARD OF DIRECTORS

“Trevor Treweweke”

Trevor Treweweke, CEO, Corporate Secretary and Director