

Cheelcare Inc.
(formerly Departure Bay Capital Corp.)

**Suite 228 - 1122 Mainland St., Vancouver,
British Columbia, V6B 5L1, Canada
Telephone No.: 1-888-948-2680
Email: info@cheelcare.com**

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON SEPTEMBER 29, 2025

NOTICE IS HEREBY GIVEN that the 2025 annual general and special meeting (the “**Meeting**”) of the shareholders of Cheelcare Inc. (the “**Company**”) will be held at 1055 West Georgia Street, Suite 1500, Vancouver, British Columbia, V6E 4N7, on Monday, September 29, 2025, at 11:00 a.m. (Pacific time) for the following purposes:

1. To receive and consider the financial statements and the management discussion and analysis report for its fiscal year ended February 28, 2025 and the report of the auditors thereon.
2. To set the number of directors to be elected to the Board of Directors at seven (7) and to elect directors of the Company for the ensuing year.
3. To appoint the auditor of the Company for the ensuing year and to authorize the directors to fix the auditor’s remuneration.
4. To consider and, if thought fit, pass an ordinary resolution of shareholders, to confirm and approve the Company’s new 10% rolling stock option plan as more particularly described in the Information Circular as a successor to the Company’s current 10% rolling stock option plan, subject to acceptance by the TSX Venture Exchange (the “**TSXV**”) and any amendments required by the TSXV pursuant to TSXV policies.
5. To consider and, if thought fit, pass a special resolution to approve the continuance from the provincial jurisdiction of the *Business Corporations Act* (British Columbia) to the federal jurisdiction of the *Canada Business Corporations Act*, as more particularly described in the Company’s Information Circular.
6. Any such other business as may be brought before the Meeting.

The Company is offering Shareholders the option to listen and participate (but not vote) at the Meeting in real time by conference call at the following coordinates:

Meeting link: https://teams.microsoft.com/l/meetup-join/19%3ameeting_ODJhOTlkNDQtMDI4My00MmY4LWE0MDMtODRlMjYxMmZjNzZjM2%40thread.v2/0?context=%7b%22Tid%22%3a%22c0ac2020-14b3-4dc7-ade5-8a96b7a5e333%22%2c%22Oid%22%3a%22dac39fa8-4750-4283-b8f6-ac3d3c70bced%22%7d

- Meeting Number: 223 445 413 117 4
- Canada Toll Free: 1-888-603-7710
- Meeting Number: 113 093 725 5

At the Meeting, shareholders may be asked to consider any permitted amendment to or variation of any matter identified in this Notice and to transact such other business as may properly come before the Meeting or any adjournment thereof. The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting, is supplemental to, and is expressly incorporated into and is a part of, this Notice of Annual General and Special Meeting.

Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of Proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of Proxy and in the Information Circular.

Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of Proxy and in the Information Circular to ensure that such shareholder's shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.

Only Shareholders of record at the close of business on August 20, 2025 (the "Record Date") will be entitled to vote at the Meeting, and, except as otherwise determined from time to time by directors of the Company, no Shareholders becoming such after the Record Date will be entitled to receive notice of and vote at the Meeting or any adjournment thereof or to be treated as a Shareholder of record for purposes of such other action.

Electronic copies of this Notice, the Information Circular, and the form of Proxy may be found on the Company's SEDAR+ profile at www.sedarplus.ca.

DATED August 27, 2025.

BY ORDER OF THE BOARD

/s/ "Yevgeny Cherny"

Yevgeny Cherny

Chief Executive Officer