

BOLD CAPITAL ENTERPRISES LTD.

**NOTICE OF THE ANNUAL GENERAL AND SPECIAL MEETING OF
SHAREHOLDERS**

To the shareholders of Bold Capital Enterprises Ltd.:

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of shareholders of Bold Capital Enterprises Ltd. (the “**Corporation**”) will be held in a virtual-only meeting format on June 29, 2021, at 1:00 p.m. (Eastern Time) by registering at the following link <https://bit.ly/3ueO12F> for the following purposes:

1. to receive the annual consolidated financial statements of the Corporation for the fiscal year ended December 31, 2020, and the external auditors’ report thereon;
2. to elect the directors of the Corporation;
3. to appoint the external auditor of the Corporation and to authorize the directors to set its compensation;
4. To consider, and if deemed appropriate, to pass an ordinary resolution of disinterested shareholders, approving certain amendments to the Corporation’s Stock Option Plan in accordance with certain changes to Policy 2.4 – Capital Pool Companies (“**Policy 2.4**”), as more particularly described in the management information circular dated May 26, 2021 (the “**Circular**”).
5. To consider, and if deemed appropriate, to pass an ordinary resolution of disinterested shareholders, removing the consequences associated with the Corporation not completing a Qualifying Transaction within 24 months of its listing date in accordance with certain changes to Policy 2.4, as more particularly described in the Circular.
6. To consider, and if deemed appropriate, to pass an ordinary resolution of disinterested shareholders, approving the Corporation making certain amendments to the Corporation’s escrow agreement in accordance with certain changes to Policy 2.4, as more particularly described in the Circular; and
7. to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

Management proxy circular and proxy form for the Meeting are attached to this notice.

While it is the Corporation's intention to resume holding in-person meetings under normal circumstances, the Meeting will be a completely virtual meeting of shareholders via webcast in order to deal with the impact of the COVID-19 pandemic and to mitigate risks to the health and safety of our community, shareholders, employees and other stakeholders. Shareholders will not

be able to attend the Meeting in person. Instead, registered shareholders (as defined herein) and duly appointed proxyholders will be able to virtually attend, participate and vote at the virtual Meeting on the date and time of the Meeting by clicking and registering at the following link: <https://bit.ly/3ueOI2F>.

Just as they would be at an in-person meeting, registered shareholders and duly appointed proxyholders will be able to attend the virtual Meeting, participate, submit questions online and vote virtually, all in real time, provided they are connected to the internet and comply with all of the requirements set out in the accompanying Circular. Registered shareholders who are unable to attend the virtual Meeting are requested to complete, sign and date the accompanying form of proxy or voting instruction form in accordance with the instructions provided therein and in the Circular and return it in accordance with the instructions and timelines set forth in the Circular.

Non-registered (or beneficial) shareholders who have not duly appointed themselves as proxyholder will be able to attend the virtual Meeting as "guests", but will not be able to participate, submit questions or vote at the virtual Meeting.

To ensure a smooth process, the Corporation is asking registered participants to log in by 12:45 p.m. (Eastern Time) on June 29, 2021.

Montreal, Québec, May 27, 2021

By order of the Board,

(s) Peter Rona

Peter Rona

President and Chief Executive Officer of the Corporation

Shareholders of the Corporation whose Common Shares are registered in the Corporation's register in their name may exercise their rights to vote by virtually attending the Meeting or by completing a proxy form. If you are unable to be virtually present at the Meeting, kindly complete, date and sign the enclosed proxy form. Proxies must be received by the transfer agent and registrar of the Corporation not later than 5:00 p.m. (local time) on June 25, 2021, or 48 hours, excluding Saturdays and holidays, preceding the resumption of the Meeting after an adjournment (i) by mail at TSX Trust Company, 301 – 100 Adelaide Street West, Toronto, ON M5H 4H1; (ii) by facsimile machine at 416-595-9593; (iii) by casting your vote online to the following website: www.voteproxyonline.com; (iv) by scanning and sending it by email to tsxproxyvoting@tmx.com; or (v) by scanning the QR code indicated on the proxy form with their smartphones.

If you are not a registered shareholder of the Corporation as those Common Shares are registered in the name of a securities broker, or of another intermediary or a clearing agency, but you are a beneficial owner, please follow the instructions contained in the accompanying management proxy circular.