

**SKYSCAPE CAPITAL INC.**  
77 King Street West, TD North Tower, Suite 700  
Toronto, Ontario  
M5K 1G8

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE  
HELD ON OCTOBER 23, 2019**

**NOTICE IS HEREBY GIVEN** that an Annual General and Special Meeting (the “**Meeting**”) of the shareholders of Skyscape Capital Inc. (the “**Corporation**”) will be held on October 23, 2019 at 11:00 a.m. (Toronto time) at 77 King Street West, TD North Tower, Suite 700, Toronto, Ontario M5K 1G8 for the following purposes:

1. to receive the audited financial statements of the Corporation for the period from incorporation until December 31, 2018 and the auditor’s report thereon;
2. (A) to elect Roger Daher, James Walker and Paul Pathak (the “**Skyscape Proposed Directors**”) as directors of the Corporation to serve from the close of the Meeting until the earlier of (i) the close of the next annual meeting of shareholders of the Corporation, and (ii) a date determined by the Skyscape Proposed Directors, such date to be (x) no earlier than the time of completion of the qualifying transaction of the Corporation (the “**Qualifying Transaction**”) with PesoRama Inc. and (y) not later than one business day following the date of completion of the Qualifying Transaction (and if no such determination is made by the Skyscape Proposed Directors, such determination will be deemed to have been made by the Skyscape Proposed Directors and the date deemed to be determined by the Skyscape Proposed Directors shall be the date of completion of the Qualifying Transaction) (any such date determined, or deemed to be determined by the Skyscape Proposed Directors, the “**Change of Board Time**”), as more fully described in the management information circular dated September 30, 2019 (the “**Information Circular**”) accompanying this notice of Meeting; and (B) to elect Rahim Bhaloo, Edward Sivitilli, Allan White, Andrew Taylor, Charles Wachsborg, Robb McNaughton and Stephen Rosenberg as directors of the Corporation to serve from the Change of Board Time until the close of the next annual meeting of shareholders of the Corporation or until their successors are elected or appointed;
3. to appoint MNP LLP, Chartered Accountants, Licensed Public Accountants, as the auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration;
4. to consider and, if deemed advisable, adopt a resolution ratifying, confirming and approving the stock option plan of the Corporation, as further described in the Information Circular;
5. to consider and, if deemed advisable, adopt a special resolution authorizing a consolidation of the share capital of the Corporation, as further described in the Information Circular;
6. to consider and, if deemed advisable, adopt a special resolution authorizing the continuation of the Corporation under the *Canada Business Corporations Act* as further described in the Information Circular;
7. to consider and, if deemed advisable, adopt a special resolution authorizing the change of the name of the Corporation following the completion of the Qualifying Transaction, as further described in the Information Circular; and
8. to transact such further and other business as may properly be brought before the meeting or any adjournment thereof.

The board of directors of the Corporation has fixed September 23, 2019 as the record date for the determination of shareholders entitled to notice of, and to vote at, the Meeting and any adjournment thereof.

Accompanying this notice of Meeting are the following documents: a form of proxy, the Information Circular, the audited financial statements and management's discussion and analysis for the period from incorporation until December 31, 2018, a return card, and a return envelope.

**A shareholder who is unable to attend the Meeting in person and who wishes to ensure that such shareholder's shares will be voted at the Meeting is requested to complete, date and execute the enclosed form of proxy and deliver it by facsimile, by hand or by mail in accordance with the instructions set out in the form of proxy and in the Information Circular.**

Dated at Toronto, Ontario this 30<sup>th</sup> day of September, 2019.

**BY ORDER OF THE BOARD**

*"Roger Daher"*

Roger Daher  
Director, President, Chief Executive Officer, Chief Financial Officer and Corporate Secretary

**NOTES:**

1. Shareholders registered on the books of the Corporation at the close of business on September 23, 2019 are entitled to notice of the Meeting.
2. The directors have fixed the hour of 5:00 p.m. on October 21, 2019 or any adjournment thereof as the time before which the instrument of proxy to be used at the Meeting must be deposited with the Corporation's transfer agent, TSX Trust Company, provided that a proxy may be delivered to the Chairman of the Meeting on the day of the Meeting or any adjournment thereof prior to the time for voting.