

HANK PAYMENTS CORP.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON NOVEMBER 18, 2022

NOTICE IS HEREBY GIVEN that the annual and special meeting of the Shareholders (the “**Meeting**”) of Hank Payments Corp. (the “**Corporation**”) will be held at the Cobourg Best Western Inn & Convention Centre, located at 930 Burnham Street, Cobourg, Ontario, K9A 2X9 at the hour of 8:00 a.m. (Toronto time) for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for the fiscal year ended June 30, 2022 together with the report of the auditor thereon;
2. to consider, and if deemed appropriate, pass a resolution fixing the number of directors of the Corporation within the minimum and maximum permitted by its Articles of Incorporation at four (4);
3. to consider, and if deemed appropriate, pass a resolution electing four (4) directors of the Corporation for the ensuing year;
4. to consider, and if deemed appropriate, pass a resolution re-appointing McGovern Hurley LLP, Chartered Accountants, as auditors of the Corporation for the current year and authorizing the directors to fix the remuneration of the auditors;
5. to consider, and if deemed appropriate, pass an ordinary resolution of disinterested shareholders re-approving the Corporation’s omnibus equity incentive plan (the “**Compensation Plan**”) with certain amendments;
6. to consider and, if deemed appropriate, to approve a special resolution authorizing and approving the continuance of the Corporation from the *Canada Business Corporations Act* to the provincial jurisdiction of Ontario under the *Business Corporations Act* (Ontario) on the basis set forth in the management information circular (“**Information Circular**”) which accompanies this notice; and
7. 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 and is deemed to form part of this Notice of Meeting. SHAREHOLDERS WHO ARE UNABLE TO ATTEND THE MEETING IN PERSON SHOULD COMPLETE, DATE AND SIGN THE ENCLOSED INSTRUMENT OF PROXY, AND RETURN IT IN THE ENVELOPE PROVIDED FOR THAT PURPOSE. Proxies to be used at the Meeting must be deposited with Computershare Investor Services Inc., 8th Floor, 100 University Ave Toronto, Ontario M5J 2Y1, before 8:00 a.m. (local time) on November 16, 2022.

ALL SHAREHOLDERS OF RECORD AS OF OCTOBER 14, 2022 ARE ENTITLED TO VOTE THEIR SHARES OF THE CORPORATION AT THE MEETING, OR AT ANY ADJOURNMENT THEREOF, EITHER IN PERSON OR BY PROXY, HOWEVER, TO FACILITATE AN ORDERLY MEETING THE BOARD OF DIRECTORS IS REQUESTING THAT ALL SHAREHOLDERS VOTE THEIR SHARES BY PROXY BEFORE THE MEETING.

SPECIAL MEASURES IN RESPONSE TO COVID-19 (CORONAVIRUS)

While as of the date of this Notice, the Corporation intends to hold the Meeting in physical in-person format, it is continuously monitoring the COVID-19 outbreak. In light of the constantly changing news and guidelines related to COVID-19, the Corporation asks that, in considering whether to attend the Meeting in person, shareholders follow, among other things, the instructions of the Public Health Agency of Canada (<https://www.canada.ca/en/public-health/services/diseases/coronavirus-disease-covid-19.html>) and any applicable additional provincial and local instructions. Shareholders should not attend the Meeting in person if you are experiencing any cold or flu-like symptoms, or if they or someone with whom they have been in close contact has travelled to/from outside of Canada within the 14 days prior to the Meeting. All shareholders are strongly encouraged to vote prior to the Meeting by any

of the means described in the Information Circular. The Corporation reserves the right to take any additional precautionary measures it deems appropriate in relation to the Meeting in response to further developments in respect of the COVID-19 outbreak including, if considered necessary or advisable, providing a virtual webcast version of the Meeting and/or hosting the Meeting solely by means of remote communication, placing restrictions on in-person attendance, or postponing or adjourning the Meeting. Changes to the Meeting date and/or means of holding the Meeting may be announced by way of press release.

DATED at Toronto, Ontario, this 14th day of October, 2022.

BY ORDER OF THE BOARD OF DIRECTORS

“Michael Hilmer”

Michael Hilmer
Chief Executive Officer