

**HANK PAYMENTS CORP.**  
**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**  
**TO BE HELD ON DECEMBER 29, 2023**

**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 offices of Weir Foulds LLP, located at 66 Wellington Street West, Suite 4100, Toronto, Ontario, M5K 1B7 at the hour of 9:30 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, 2023 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 to amend the by-laws of the Corporation to require that advance notice be provided to the Corporation in circumstances where nominations of persons for election to the Board are made by shareholders of the Corporation other than pursuant to a requisition of a shareholder meeting made pursuant to the provisions of the *Business Corporations Act* (Ontario) (the “**OBCA**”) or a shareholder proposal made pursuant to the provisions of the OBCA, as more particularly described 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 Corporation has elected to use the notice-and-access provisions for the Meeting pursuant to National Instrument 54-101 (“**NI 54-101**”) (“**Notice-and-Access Provisions**”) with respect to the mailing to its registered shareholders and its non-objecting beneficial shareholders (the “**NOBOs**”). The Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators that reduce the volume of materials that must be physically mailed to shareholders by allowing the Corporation to post the enclosed Information Circular and any additional materials on a non-SEDAR website rather than delivering such materials by mail. Shareholders will receive this Notice of Meeting and a form of proxy (the “**Notice Package**”) and may choose to receive a hard copy of the enclosed Information Circular. The Corporation is not using procedures known as ‘stratification’ in relation to the use of Notice-and- Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the Information Circular to some shareholders with the Notice Package. The Corporation is sending the Notice Package directly to the NOBOs. The Corporation will not pay for intermediaries to deliver the Notice Package to objecting beneficial holders (as defined in NI 54-101), and objecting beneficial holders will not receive the Notice Package unless their intermediary assumes the cost of delivery. In relation to this Meeting, the Notice Package will be sent to the NOBOs and the Notice Package along with a copy of the Information Circular will be sent to the registered shareholders.

Please review the Information Circular carefully and in full prior to voting in relation to the matters to be conducted at the Meeting. The Information Circular is available on SEDAR at [www.sedarplus.ca](http://www.sedarplus.ca) and at the following website: <http://www.envisionreports.com/HankPayments2023>

Any shareholders who wishes to receive a paper copy of the Information Circular should contact the Corporation at 416-580-0721. A shareholder may also contact the Corporation's transfer agent, Computershare, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1 at Toll Free 1-800-564-6253 to obtain additional information about the "Notice-and-Access Provisions". All shareholders are invited to attend the Meeting. The Board of Directors of the Corporation has fixed November 15, 2023 as the record date for determining the shareholders who are entitled to vote at the Meeting. Only holders of common shares of the Corporation at the close of business on November 15, 2023, will be entitled to receive notice of and to vote at the Meeting. In order to allow for reasonable time to be allotted for a shareholder to receive and review a paper copy of the Information Circular prior to the proxy deadline, any shareholder wishing to request a paper copy of the Information Circular as described above, should ensure such request is received by 9:30 a.m. (Toronto time) on December 15, 2023.

If you cannot attend, we encourage you to complete and return the form of proxy or voting instruction form provided to you indicating your voting instructions. Please complete, date and sign your form of proxy or voting instruction form and return it by mail in the envelope provided for this purpose, or by facsimile to our transfer agent, Computershare, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1 or by following the procedures for Internet voting provided in the enclosed form of proxy or voting instruction form. To be valid, a completed form of proxy or voting instruction form must be received by our transfer agent, or Internet voting must be completed, by no later than 9:30 a.m. (Toronto Time) on December 27, 2023 or, if the meeting is adjourned, by no later than 48 hours prior to the time of the adjourned meeting. If you are not a registered shareholder, please refer to the Information Circular for information on how to vote your shares.

DATED at Toronto, Ontario, this 15<sup>th</sup> day of November, 2023.

BY ORDER OF THE BOARD OF DIRECTORS

*"Michael Hilmer"*

Michael Hilmer  
Chief Executive Officer