



## URBAN SELECT CAPITAL CORPORATION

### NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special general meeting (the "Meeting") of shareholders of Urban Select Capital Corporation (the "Company") will be held at 29<sup>th</sup> floor, 595 Burrard Street, Vancouver, British Columbia, on Tuesday, November 21, 2017, at 1:30 p.m. (Vancouver time) for the following purposes:

1. To receive the financial statements of the Company for the fiscal years ended June 30, 2016 and 2017, and the report of the auditors thereon.
2. To elect directors.
3. To appoint auditors and to authorize the directors to fix the remuneration of the auditors.
4. To approve the Company's incentive stock option plan, as more particularly described in the accompanying information circular (the "Circular").
5. Pursuant to an order (the "Interim Order") dated October 16, 2017 of the Supreme Court of British Columbia, to consider and, if thought fit, pass a resolution (the "Arrangement Resolution") to approve an arrangement (the "Arrangement") under section 288 of the *Business Corporations Act* (British Columbia) involving the Company and two new Subsidiaries, the full text of which resolution is set out in Schedule A to, and all as more particularly described in, the Circular.
6. To consider other matters, including without limitation such amendments or variations to any of the foregoing resolutions, as may properly come before the Meeting or any adjournment thereof.

The texts of the Arrangement Resolution and the agreement in respect of the Arrangement are set forth in Schedule A and Schedule B, respectively, to the Circular.

Pursuant to the Interim Order, holders of common shares of the Company have been granted the right to dissent against the Arrangement Resolution and to be paid the fair value of their common shares of the Company in respect of the Arrangement Resolution in accordance with the terms of the Interim Order and section 238 of the *Business Corporations Act* (British Columbia). This right is described in the Circular under the heading "*Rights of Dissent*".

Only holders of record of common shares of the Company at the close of business on October 10, 2017, will be entitled to vote in respect of the matters to be voted on at the Meeting or any adjournment thereof.

Your vote is important regardless of the number of common shares of the Company you own. Shareholders who are unable to attend the Meeting in person are asked to sign, date and return the enclosed form of proxy relating to the common shares of the Company held by them in the envelope provided for that purpose.

To be effective, the proxy must be duly completed and signed and then deposited with either the Company's registrar and transfer agent, Computershare Investor Services Inc., 3<sup>rd</sup> Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9 before 1:30 p.m. (Vancouver time) on November 17, 2017, or if the Meeting is adjourned or postponed, before 1:30 p.m. (Vancouver time) on the day that is at least two business days preceeding the date of the reconvening of any adjourned or postponed meeting.

DATED at Vancouver, British Columbia, this 16<sup>th</sup> day of October, 2017.

**Urban Select Capital Corporation**

By Order of the Board

*"Min Kuang"*

Min Kuang,  
President and Chief Executive Officer