

DRAGONFLY CAPITAL CORP.
Suite 917 – 1030 West Georgia Street
Vancouver, British Columbia
V6E 2Y3
(604) 288-8005

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of Dragonfly Capital Corp. (the “**Company**”) will be held at Suite 918-1030 West Georgia Street, Vancouver, British Columbia at 10:00 a.m., Vancouver time, on Friday, November 1, 2019, for the following purposes:

1. To receive the audited financial statements of the Company for the financial year ended April 30, 2019 (with comparative statements relating to the preceding fiscal period) together with the report of the auditors therein;
2. To fix the number of directors at four (4);
3. To elect directors for the ensuing year;
4. To appoint the auditors of the Company and to authorize the directors to fix the auditor’s remuneration;
5. To consider, and if thought fit, to pass an ordinary resolution ratifying and approving the Company’s 10% incentive stock option plan, as more particularly described in the accompanying management information circular of the Company dated September 30, 2019 (the “**Information Circular**”); and
6. To transact such further or other business as may properly be brought before the Meeting, or any adjournment or adjournments thereof.

Accompanying this Notice of Meeting is the Company’s Information Circular, a form of proxy (the “**Proxy**”) and a Financial Statement Request Form. The accompanying Information Circular includes more detailed information relating to the matters to be addressed at the Meeting. The Information Circular is deemed to form a part of this Notice.

Registered Shareholders

Every registered holder of common shares of the Company (the “**Common Shares**”) at the close of business on September 20, 2019 (the “**Record Date**”) is entitled to receive notice of, and to vote such Common Shares at the Meeting.

Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their Common Shares will be voted at the Meeting are requested to complete, sign and deliver the enclosed Proxy to the Proxy Dept., TSX Trust Company, 1000 Adelaide Street West, Suite 301, Toronto, Ontario, M5H 4H1 (the “**Transfer Agent**”). In order to be valid and acted upon at the Meeting, forms of proxy must be returned to the aforesaid address not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for the holding of the Meeting or any adjournment(s) thereof. Further instructions with respect to the voting by Proxy are provided in the form of Proxy and in the Information Circular accompanying this Notice.

Beneficial Shareholders

Shareholders may beneficially own Common Shares that are registered in the name of a broker, another intermediary or an agent of that broker or intermediary (“**Beneficial Shareholders**”). Without specific instructions, intermediaries are prohibited from voting Common Shares for their clients. **If you are a Beneficial Shareholder, it is vital that the voting instruction form provided to you by the Transfer Agent, your broker, intermediary or its agent is**

returned according to the instructions provided in or with such form, sufficiently in advance of the deadline specified, to ensure that they are able to provide voting instructions on your behalf.

DATED at Vancouver, British Columbia, this 30 day of September, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "Martin Bajic"

Martin Bajic

Chief Financial Officer and Director