

**RIDER 2 INVESTMENT CAPITAL CORP.**

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

**NOTICE IS HEREBY GIVEN THAT AN ANNUAL GENERAL AND SPECIAL MEETING** (the “**Meeting**”) of holders of common shares (“**Common Shares**”) of Rider 2 Investment Capital Corp. (the “**Corporation**”) will be held at the offices of DLA (Piper) Canada LLP, Suite 1000, 250 - 2nd Street SW, Calgary, Alberta, T2P 0C1, on Wednesday, September 29, 2021 at 10:00 a.m. for the following purposes:

1. to receive and consider the audited financial statements of the Corporation for the financial period from February 1, 2021 (date of incorporation) to March 31, 2021 and the report of the auditor thereon;
2. to fix the number of directors of the Corporation to be elected at the Meeting at four (4);
3. to elect the Board of Directors of the Corporation for the ensuing year;
4. to appoint the auditor of the Corporation for the ensuing year and to authorize the Board of Directors to fix the auditor’s remuneration;
5. to consider and, if thought fit, to pass an ordinary resolution by the disinterested shareholders, the full text of which is set forth in the accompanying information circular, to ratify, confirm and approve the Fixed Option Plan (as hereinafter defined);
6. to consider, and, if deemed advisable, to pass, with or without variation, a special resolution, the full text of which is set forth in the Information Circular, authorizing the change of name of the Corporation to “Metal Energy Corp.” or such other name as the Board, in their sole discretion and subject to applicable regulatory approval, determines to be appropriate;
7. to consider, and, if deemed advisable, to pass, with or without variation, a special resolution, the full text of which is set forth in the Information Circular, approving the continuance of the Corporation from the *Business Corporations Act* (Alberta) to the *Business Corporations Act* (Ontario) and the adoption of a new general by-law; and
8. to transact such other business as may be properly brought before the meeting or any adjournment thereof.

**DATED this 27<sup>th</sup> day of August, 2021**

**BY ORDER OF THE BOARD OF DIRECTORS**

*signed “David Antony”*

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**Chief Executive Officer and Director**

**NOTE:**

It is desirable that as many shares as possible be represented at the Meeting. Please complete the enclosed instrument of proxy and return it as soon as possible in the envelope provided for that purpose. All proxies, to be valid, must be received by Odyssey Trust Company, at 1230 – 300 5th Avenue SW, Calgary, Alberta T2P 3C4 Attention: Proxy Department or by fax at (800) 517-4553, at least forty-eight (48) hours, excluding Saturdays, Sundays and holidays, before the Meeting or any adjournment thereof. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.

**In light of the ongoing public health concerns related to COVID-19 and in order to comply with measures imposed by the federal and provincial government of Canada, the Company is encouraging Shareholders and others not to attend the Meeting in person.**

The Company is offering its Shareholders the option to listen and participate (but not vote) at the Meeting by conference call at:

Conference call participation:

North America Toll-Free: 1 877 234 4610

Local (Calgary): 403 269 5197

Participant Conference Access code: 4872953 #

Shareholders will not be able to vote through the conference call; however, there will be a question and answer session following the termination of the formal business of the Meeting during which Shareholders attending the conference call can ask questions.