

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the “**Meeting**”) of shareholders of Clip Money Inc. (the “**Company**”) will be held in a virtual-only format via live audio webcast at <https://virtual-meetings.tsxtrust.com/1625> on June 24, 2024 at 9:00 a.m. (Toronto time), for the following purposes, as more particularly described in the accompanying management information circular (the “**Information Circular**”):

1. **TO RECEIVE** the financial statements of the Company and the auditors’ report thereon, for the year ended December 31, 2023;
2. **TO FIX** the number of directors of the Company at five (5);
3. **TO ELECT** members of the board of directors of the Company;
4. **TO APPOINT** auditors of the Company and to authorize the board of directors of the Company to fix their remuneration;
5. **TO CONSIDER**, and if deemed advisable, pass with or without modification, an ordinary resolution to re-approve the Company’s 10% rolling Omnibus Incentive Plan;
6. **TO CONSIDER**, and if deemed advisable, pass with or without modification, a special resolution approving the Company’s continuation from a corporation organized under the *Canada Business Corporations Act* to a corporation organized under the *Business Corporations Act* (Ontario); and
7. **TO TRANSACT** such other business as may properly come before the Meeting or any adjournment thereof.

Holders of common shares of the Company (collectively, “**Shareholders**”) of record at the close of business on April 29, 2024 (the “**Record Date**”) will be entitled to vote at the Meeting.

In connection with the Meeting, the Company will use “notice and access” delivery to furnish to Shareholders a notice and access notification (the “**N&A Notice**”) containing instructions on how to access proxy-related materials, including the Information Circular and the Company’s audited consolidated financial statements and the auditors’ report thereon and management’s discussion and analysis for the year ended December 31, 2023 (together with the Information Circular, the “**Meeting Materials**”). Under notice-and-access, the Company is permitted, as an alternative to sending paper copies of the Meeting Materials to Shareholders, to provide to Shareholders as of the Record Date, the N&A Notice containing, among other things, information regarding how to access the Meeting Materials online as well as how to obtain paper copies of the Meeting Materials free of charge. The Company anticipates that notice-and-access will directly benefit the Company through a reduction in mailing costs and will promote environmental responsibility by decreasing the large volume of documents generated by printing proxy-related materials. A form of proxy (if you are a registered Shareholder) or a voting instruction form (if you are a non-registered Shareholder) is included with this notice along with instructions on how to vote.

Shareholders who are unable to be present at the Meeting are requested to sign, date and return the form of proxy or voting instruction form received in accordance with the instructions provided. It is important that Shareholders read the accompanying management information circular carefully. The Information Circular provides additional information relating to the matters to be dealt with at the Meeting and forms part of this notice.

DATED at Toronto, Ontario this 10th day of May, 2024.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) “*Joseph Arrage*”
Chief Executive Officer and Director
Clip Money Inc.