

**NOTICE OF MEETING
AND
MANAGEMENT INFORMATION CIRCULAR**

**ANNUAL GENERAL AND SPECIAL MEETING
OF THE SHAREHOLDERS OF
CUSPIS CAPITAL II LTD.**

June 28, 2024, at 10:00 a.m. (Toronto Time)
Local - Toronto (+1) 416 913 1321 (Access Code: 6434949)
Toll Free - North America (+1) 866 281 9204 (Access Code: 6434949)

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING
OF THE SHAREHOLDERS OF
CUSPIS CAPITAL II LTD.**

NOTICE IS HEREBY GIVEN that an Annual General and Special Meeting (the “**Meeting**”) of the shareholders of Cuspis Capital II Ltd. (the “**Corporation**”) will be held on June 28, 2024 at 10:00 a.m. (Toronto time) by teleconference at Local – Toronto (+1) 416 913 1321 (Access Code: 6434949), Toll Free - North America (+1) 866 281 9204 (Access Code: 6434949) for the following purposes:

1. to receive the audited financial statements of the Corporation for the financial year ended June 30, 2023, together with a report of the auditors thereon;
2. to elect the current directors of the Corporation to serve from the close of the Meeting until the earlier of (i) the close of the next annual meeting of shareholders of the Corporation (the “**Shareholders**”) or until their successors are elected or appointed; and (ii) the effective time (the “**IC Group Closing Date**”) of completion of the proposed qualifying transaction with 11197894 Canada Ltd. (the “**IC Group Transaction**”);
3. to re-appoint the auditors of the Corporation to hold office until the earlier of the close of the next annual meeting of Shareholders; and (ii) the IC Group Closing Date, and to authorize the directors to fix their remuneration;
4. annual approval of the Corporation’s stock option plan (the “**Option Plan**”);
5. conditional upon completion of the IC Group Transaction, to consider, and if thought appropriate, pass, whether with or without variation, the following, all as more fully described in the management information circular accompanying this Notice of Meeting:
 - a. to set the size of the board of directors at five (5) and elect the directors of the Corporation to serve from the IC Group Closing Date until the close of the next annual meeting of Shareholders or until their successors are elected or appointed;
 - b. to appoint an auditor for the Corporation to hold office from the IC Group Closing Date until the close of the next annual meeting of Shareholders or until their successors are elected or appointed;
 - c. a special resolution authorizing a change of name (“**Name Change**”) of the Corporation to “IC Group Holdings Inc.” or such other name as the board of directors of the Corporation may choose, acting in the best interests of the Corporation;
 - d. a special resolution authorizing a consolidation of the issued and outstanding common shares of the Corporation (the “**Consolidation**”) on the basis of up to five pre-consolidation common shares of the Corporation for each one post-consolidation common share of the Corporation, or such other higher or lower ratio as the board of directors of the Corporation may determine, acting in the best interests of the Corporation; and
 - e. an ordinary resolution approving the payment of a cash corporate finance advisory and finder’s fee to Cuspis Capital Partners Ltd., with such ordinary resolution to be voted upon by the Corporation’s shareholders, excluding those shareholders which are recipients of the corporate finance advisory and finder’s fee and such recipients’ associates and affiliates.
6. to transact such further and other business as may properly come before the meeting or any adjournment or adjournments thereof.

The board of directors of the Corporation has set May 28, 2024 as the record date for the determination of shareholders entitled to receive notice of, and to vote at, this annual general and special meeting and any adjournment thereof.

A registered shareholder who is unable to attend the meeting in person and who wishes to ensure that such registered shareholder's shares will be voted at the meeting is requested to complete, date and execute the enclosed form of proxy and deliver it by facsimile, by hand or by mail in accordance with the instructions set out in the form of proxy and in the management information circular accompanying this notice of meeting.

Dated at Toronto, Ontario this 30th day of May, 2024.

BY ORDER OF THE BOARD

/s/ "William Ollerhead"

William Ollerhead

Director and Chief Executive Officer

NOTES:

1. Shareholders registered on the books of the Corporation at the close of business on May 28, 2024 are entitled to notice of the meeting. Shareholders registered on the books of the Corporation at the close of business on May 28, 2024 are entitled to vote at the meeting.
2. The directors of the Corporation have fixed a time that is not later than 10:00 a.m. (Toronto time) on Wednesday, June 26, 2024 or, if the Meeting is adjourned, not later than 48 hours (excluding Saturdays, Sundays and statutory holidays) preceding the time of such adjourned meeting, as the time before which the instrument of proxy to be used at the meeting must be deposited with the Corporation's registrar and transfer agent, TSX Trust Company, at 100 Adelaide St W #301, Toronto, ON M5H 4H1.