

IC GROUP HOLDINGS INC. (FORMERLY CUSPIS CAPITAL II LTD.)

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF THE SHAREHOLDERS

Dear Shareholder:

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of the holders of common shares (the “**Common Shares**”, and such shareholders, the “**Shareholders**”) of IC Group Holdings Inc. (“**IC Group**”, or the “**Corporation**”) will be held at the offices of CP LLP located at 77 King Street West, TD North Tower, Suite 700, Toronto, Ontario, M5K 1G8 on Tuesday, August 26, 2025 at 10:00 a.m. (Toronto time) for the following purposes:

1. To elect directors for the ensuing year;
2. To reappoint the auditors of the Corporation and to authorize the directors to fix the auditor’s remuneration;
3. To approve the Corporation’s stock option plan and the amendments to the plan;
4. To approve certain amendments to the by-laws of the Corporation;
5. To update the existing Escrow Agreement (Surplus Security) dated February 20, 2025, which governs non-principal shareholders subject to seed share resale restrictions, to correct it from a Surplus Escrow Agreement to a Value Escrow Agreement; and
6. To transact such other business as may properly come before the Meeting.

Shareholders may listen to the Meeting live via Microsoft Teams at the following link:

Meeting ID: 239 541 180 653 6
Passcode: Rk3sq6Xi
Meeting Link: Please click [here](#)

Those who choose to attend the Meeting via Microsoft Teams will not have voting capabilities. All Shareholders that wish to vote their shares at the Meeting are strongly encouraged to cast their vote in a timely manner by following the instructions enclosed in the Circular.

Reference is made to the Circular for the details of matters to be considered at the Meeting.

The board of directors of the Corporation (the “**Board**”) has set July 17, 2025 as the record date (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. If you wish to be represented by proxy at the Meeting or any adjournment thereof, you must deposit a completed, dated and signed form of proxy with the Corporation’s transfer agent, TSX Trust Company, by mail at 301 – 100 Adelaide St W Toronto, ON M5H 4H1 or by voting online at www.voteproxyonline.com prior to 10:00 a.m. (Toronto time) on August 22, 2025 or, if the Meeting is adjourned or postponed, not less than 48 hours (other than a Saturday, Sunday or holiday) prior to the start of the adjourned or postponed meeting. Notwithstanding the foregoing, the chair of the Meeting has the discretion to accept proxies received after such deadline.

Dated at Toronto, Ontario, this 22nd day of July, 2025

By Order of the Board of IC Group Holdings Inc.

Signed: “Duncan McCready”
Duncan McCready, Chief Executive Officer and Director

NOTES:

1. Shareholders registered on the books of the Corporation at the close of business on July 17, 2025 are entitled to notice of the meeting. Shareholders registered on the books of the Corporation at the close of business on July 17, 2025 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 Friday, August 22, 2025 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.