

**10557404 Canada Corp.
401 Bay Street
Suite 2702
Toronto, Ontario
M4H 2Y4**

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Special Meeting of Shareholders of 10557404 Canada Corp. (the “Corporation”) will be held **at the offices of Grove Corporate Services, Suite 2702, 401 Bay Street, Toronto, Ontario, M5H 2Y4, at the hour of 9:00am (Toronto time), on Monday, the 26th day of November, 2018**, for the following purposes:

1. approval of a consolidation of the Corporation’s Common Shares on the basis of one (1) post-Consolidation common share for up to every sixteen and a half (16.5) currently outstanding Common Shares, at the discretion of the board of directors, as more particularly described below;
2. election of the directors as nominated by Management, subject to the completion of the Transaction described in the Information Circular; and
3. to transact such further and other business as may properly come before the said Meeting or any adjournment of adjournments thereof.

A copy of an Information Circular, a Letter of Transmittal, a form of Proxy/ Voting Instruction Form, and a return envelope accompany this Notice of Meeting.

Shareholders entitled to vote who do not expect to be present at the meeting are urged to date, sign and return the enclosed form of proxy. Refer to “Notes” on reverse.

DATED the 29th day of October, 2018.

**BY ORDER OF THE
BOARD OF DIRECTORS**



Stephen Coates
President and Chief Executive Officer

NOTES:

1. As provided in the *Canada Business Corporations Act* (CBCA) shareholders registered on the books of the Corporation at the close of business on October 22, 2018 are entitled to notice of the meeting.
2. Shareholders registered on the books of the Corporation at the close of business on October 22, 2018 are entitled to vote at the meeting.
3. The directors have fixed the hour of 8:00 a.m. in the morning on the last business day preceding the day of the meeting or any adjournment thereof as the time before which the instrument of proxy to be used at the meeting must be deposited with the Transfer Agent of the Corporation, Capital Transfer Agency Inc., 390 Bay St, Suite 920 Toronto, Ontario M5H 2Y2, provided that a proxy may be delivered to the Chairman of the meeting on the day of the meeting or any adjournment thereof prior to the time for voting.