

SPACKMAN EQUITIES GROUP INC.

Suite 2502, Scotia Place
Toronto, Ontario M5H 3Y2

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the "**Meeting**") of the shareholders of **Spackman Equities Group Inc.** (the "**Corporation**") will be held on Friday, October 14, 2022, at the hour of 11:00 a.m. (Eastern time), at the offices of Irwin Lowy LLP, 217 Queen Street West, Suite 401, Toronto, Ontario, M5V 0R2, for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Corporation for the year ended December 31, 2021 and the report of the auditor thereon;
2. to elect the directors of the Corporation;
3. to consider and, if deemed advisable, pass, with or without variation, a special resolution to amend the articles of the Corporation to empower the directors of the Corporation, by resolution of the directors, to determine the number of directors within the minimum and maximum number set out in the articles of the Corporation;
4. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution of shareholders approving and confirming the amended stock option plan of the Corporation;
5. to consider and, if deemed advisable, to pass, with or without variation, a resolution confirming the repeal of all existing by-laws of the Corporation and the enactment of a new by-law no. 1 of the Corporation; and
6. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

The full text of the special resolution referred to in item 3 above is attached to this notice of the Meeting as Exhibit A.

A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his or her duly executed form of proxy with the Corporation's transfer agent and registrar, Computershare Trust Company of Canada, Attention: Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1 not later than 10:00 a.m. (Eastern time) on Wednesday, October 12, 2022, or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the time of such adjourned meeting.

Shareholders who are unable to attend the Meeting in person, are requested to date, complete, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting.

The board of directors of the Corporation has by resolution fixed the close of business on Monday, August 15, 2022 as the record date, being the date for the determination of the registered holders of common shares of the Corporation entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof.

COVID-19 GUIDANCE

In the context of the effort to mitigate potential risk to the health and safety associated with COVID-19 and in compliance with the orders and directives of the Government of Canada, the Province of Ontario and the City of Toronto, the shareholders are being discouraged from attending the Meeting in person. All shareholders are encouraged to vote on the matters before the Meeting by proxy in the manner set out herein and in the accompanying management information circular dated Thursday, September 8, 2022 of the Corporation.

The accompanying management information circular provides additional detailed information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this notice Meeting. Additional information about the Corporation and its consolidated financial statements are also available on the Corporation's profile at www.sedar.com.

DATED at Toronto, Ontario on this 8th day of September, 2022.

BY ORDER OF THE BOARD

"Richard Lee" (signed)

Chief Executive Officer and Director

EXHIBIT A

SPECIAL RESOLUTION OF THE SHAREHOLDERS

OF

**SPACKMAN EQUITIES GROUP INC.
(the "Corporation")**

AMENDMENT TO ARTICLES

"BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. the articles of the Corporation be amended by adding the following paragraph to clause 8 of the articles of the Corporation:

"The directors may appoint one or more directors, who shall hold office for a term expiring not later than the close of the next annual meeting of shareholders, but the total number of directors so appointed may not exceed one-third of the number of directors elected at the previous annual meeting of shareholders";
2. notwithstanding that this resolution has been duly passed by the shareholders of the Corporation, the directors of the Corporation be, and they are hereby authorized and empowered to revoke, all, or any part of, this resolution at any time prior to the issue of a certificate of amendment giving effect to the above-noted amendments and to determine not to proceed with all, or any part of, the proposed amendments to the articles of the Corporation without further approval of the shareholders of the Corporation; and
3. any director or officer of the Corporation be and he or she is hereby authorized and directed, for and on behalf of the Corporation, to execute and deliver all such documents and to do all such other acts or things as he or she may determine to be necessary or advisable to give effect to this resolution, including, without limitation, the execution and delivery of the articles of amendment in the prescribed form to the Director appointed under the *Canada Business Corporations Act*, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination."