

**SPARTA CAPITAL LTD.**  
**1202 – 390 Bay Street**  
**Toronto, Ontario M5H 2Y2**

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**  
**TO BE HELD ON FRIDAY NOVEMBER 10, 2023.**

**TAKE NOTICE** that the Annual and Special Meeting (the "**Meeting**") of the holders of common shares (the "**Shares**") in the capital of Sparta Capital Ltd. (the "**Corporation**") will be held in the Corporation's main boardroom at **2450 Lawrence Ave E. Toronto, Ontario, M1P 2R7 on Friday, November 10, 2023 at 1:00 p.m. (Toronto time)** for the following purposes:

1. To receive the financial statements of the Corporation for the financial years ended September 30, 2021 and September 30, 2022, together with the auditors' reports thereon;
2. To fix the number of directors to be elected at the Meeting at five (5);
3. To elect the directors of the Corporation until the next annual meeting;
4. To appoint the auditors for the Corporation until the next annual meeting and to authorize the directors to fix their remuneration;
5. To approve the Corporation's stock option plan; and
6. To transact such other business as may properly come before the Meeting.

Information relating to the matters to be brought before the Meeting is set forth in the Information Circular accompanying this Notice of Meeting.

**DATED** the 12<sup>th</sup> day of October, 2023.

**BY ORDER OF THE BOARD OF DIRECTORS OF**  
**SPARTA CAPITAL LTD.**

(signed)"John O'Bireck"  
**President and Chief Technical Officer**

**IMPORTANT**

Only holders of the Shares of record at the close of business on October 6<sup>th</sup>, 2023 (the "**Record Date**") are entitled to notice of and to participate at the Meeting and only such persons or those who become holders of Shares after the Record Date and comply with the provisions of the *Business Corporations Act* (Alberta) are entitled to vote at the Meeting. If you are unable to attend in person, kindly fill in, sign and return the enclosed proxy in the envelope provided for that purpose.

Proxies, to be valid, must be deposited at the office of the registrar and transfer agent of the Corporation, Odyssey Trust Company Attn: Proxy Department 1230 300 5<sup>th</sup> Avenue SW, Calgary, AB T2P 3C4, not less than 48 hours, excluding Saturdays, Sundays and statutory holidays in the Province of Ontario, preceding the Meeting or an adjournment thereof.