PEACE RIVER CAPITAL CORP.

Suite 1920 – 1177 West Hastings Street
Vancouver, British Columbia, Canada V6E 2K3
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NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

The special meeting of Shareholders of **Peace River Capital Corp.** (the "**Corporation**") will be held at Suite 1500 – 1055 West Georgia Street, Vancouver, British Columbia, Canada, on Friday, November 4, 2016 at 10:00 a.m. (Pacific Time) (the "**Meeting**") for the following purposes:

1. pursuant to an order (the "**Interim Order**") dated September 21, 2016 of the British Columbia Supreme Court to consider and, if thought fit, pass a resolution (the "**Arrangement Resolution**") to approve an arrangement (the "**Arrangement**") under section 288 of the *Business Corporations Act* (British Columbia) involving the Corporation, Avonhurst Capital Corp. and Spacefy Inc., the full text of which resolution is set out in Schedule A to, and as more particularly described in, the Management Information Circular (the "**Circular**") accompanying this Notice of Special Meeting (the "**Notice**");

2. to consider, and if thought fit, to pass, with or without variation, a special resolution to approve amendments to the new Articles to be adopted by the Corporation upon continuance under the *Business Corporations Act* (British Columbia) (the "**Act**", or the "**BCBCA**"), as described in the Circular (the "**Articles Amendment Resolution**"). The Articles Amendment Resolution is more particularly described in the Circular, and will be in substantially the form set out in Schedule F to the Circular; and

3. To consider other matters, including without limitation such amendments or variations to any of the foregoing resolutions, as may properly come before the Meeting or any adjournment thereof.

The Circular has been prepared for the Meeting as a supplement to the Notice. The Circular contains details of matters to be considered at the Meeting. The texts of the Arrangement Resolution and the agreement in respect of the Arrangement are set forth in Schedules A and B, respectively, to the Circular.

AND TAKE NOTICE that Peace River Shareholders who validly dissent from the Arrangement will be entitled to be paid the fair value of their Peace River Shares subject to strict compliance with the provisions of the Interim Order (attached as Schedule C to the Circular), the Plan of Arrangement and sections 237 to 246 of the Act. The dissent rights are described in Schedule E to the Circular. Failure to strictly comply with the requirements set forth in the Plan of Arrangement sections 237 to 246 of the Act may result in the loss of any right of dissent.

The Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. In addition to the Notice and the Circular is a form of proxy (the "**Proxy**") for use at the Meeting. Any adjourned meeting resulting from an adjournment of the Meeting will be held at a time and place to be specified at the Meeting.

No other matters are contemplated, however any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

The Board of Directors (the "**Board**") of the Corporation has fixed September 19, 2016 as the record date for determining the shareholders who are entitled to receive notice of and to vote at the Meeting. Only Peace River Shareholders of record at the close of business on September 19, 2016 will be entitled to receive notice of and to vote at the Meeting or any adjournment thereof.

The Corporation has elected to use the notice-and-access provisions under National Instrument 51-102 and National Instrument 54-101 ("**Notice-and-Access Provisions**") for this Meeting. Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators that allow a company to reduce the volume of materials to be physically mailed to Shareholders by posting the Circular and any additional meeting materials online. Shareholders will still receive this Notice and a form of proxy and may choose to receive a hard copy of the Circular. The Corporation will not use procedures known as 'stratification' in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the Circular to some shareholders with a notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Circular.

The Notice of Special Meeting, Management Information Circular and Proxy (together "the **Proxy Materials**"), are available on the website of the Corporation's Transfer Agent, CST Trust Company ("**CST Trust**") at https://www.meetingdocuments.com/cst/PRC and under the Corporation's profile on SEDAR at www.sedar.com. Any Shareholder, who wishes to receive a paper copy of the Management Information Circular, should contact CST Trust at their toll free number: 888-433-6443 or the request can be sent by email to: fulfilment@canstockta.com. A Shareholder may also use the toll-free number noted above to obtain additional information about the Notice-and-Access Provisions.

In order to allow for reasonable time to be allotted for a Shareholder to receive and review a paper copy of the Circular and submit their vote prior to **10 a.m. (Pacific Time) on Wednesday, November 2, 2016** (the "**Proxy Deadline**"), any Shareholder wishing to request a paper copy of the Circular as described above, should ensure such request is received by the Company no later than **October 19, 2016**. Under Notice-and-Access Provisions, Proxy Materials will be available for viewing for up to 1 year from the date of posting and a paper copy of the materials can be requested at any time during this period.

The Circular contains details of matters to be considered at the Meeting. **Please review the Circular before voting.**

Registered Peace River Shareholders who are unable to attend the Meeting in person and who wish to ensure that their Common Shares will be voted at the Meeting are requested to complete, date and sign the enclosed Proxy, or another suitable form of proxy and deliver it in accordance with the instructions set out in the Proxy and in the Circular.

Beneficial (non-registered) Peace River Shareholders who plan to attend the Meeting must follow the instructions set out in the Proxy or voting instruction form and in the Circular to ensure that their Common Shares will be voted at the Meeting. If you hold your Common Shares in a brokerage account you are a beneficial (non-registered) shareholder.

To be effective, the Proxy, or another suitable form of Proxy, must be duly completed and signed and then deposited with either the Corporation or the Corporation's registrar and transfer agent, CST Trust Company, Suite 1600 - 1066 West Hastings Street, Vancouver, British Columbia, V6E 3X1, or voted via telephone or internet (online) as specified in the Proxy, no later than 10:00 a.m. on November 2, 2016.

DATED at Vancouver, British Columbia, September 22, 2016.

BY ORDER OF THE BOARD OF DIRECTORS

"Morgan Tincher"

Morgan Tincher
President and Chief Executive Officer