## EA EDUCATION GROUP INC.

### NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING

**NOTICE** is hereby given that the Annual and Special General Meeting (the "Meeting") of EA EDUCATION GROUP INC. (the "Company") will be held on **Thursday, March 29, 2018 at 4576 Yonge Street, Suite 600, North York, ON at the hour of 1:00 p.m. (EST)** for the following purposes:

1. To receive and consider the Report of the Directors.

2. To appoint auditors for the ensuing year and to authorize the Directors to fix the remuneration to be paid to the auditors.

3. To fix the number of directors at five (5) and to elect directors to hold office until the next Annual General Meeting.

4. To consider and, if thought advisable, to pass a special resolution approving the disposition of the Company's 100% equity interest in Duke College Inc. (the "Disposition"), and all transactions contemplated thereby as further described in the accompanying management information circular.

5. To approve the proposed Stock Option Plan (the "Plan") of the Company more particularly described in the Information Circular and to authorize the Directors to make modifications thereto in accordance with the Plan and the policies of the Canadian Securities Exchange.

6. To transact such other business as may properly come before the meeting.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting. The report of the auditor and the audited financial statements of the Company for the year ended August 31, 2017 with related management discussion and analysis are in the process of being prepared and when filed can be found on www.sedar.com.

Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy, and deliver it by fax, by hand or by mail in accordance with the instructions set out in the form of proxy and in the Information Circular. Shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy and in the Information Circular to ensure that their shares will be voted at the Meeting.

**Dissent Regarding the Disposition:** Pursuant to section 190 of the CBCA, registered holders of common shares of the Company (the "**Common Shares**") have the right to dissent in respect of the Disposition. If the Disposition becomes effective, a registered holder of Common Shares who dissents (a "**Dissenting Shareholder**") will be entitled to be paid the fair value of such Common Shares if the Dissenting Shareholder sends to the Company at or before the Meeting, a written objection to the Disposition (a "**Notice of Dissent**") and the Dissenting Shareholder shall have otherwise complied with section 190 of the CBCA. This right of dissent is described in the Information Circular under the heading "*Disposition of Duke College Inc.*" and in Schedule "A" attached thereto. Failure to comply strictly with such dissent procedures may result in the loss or unavailability of any dissent rights. The exercise of a proxy does not constitute a written objection. Beneficial owners of Common Shares registered in the name of a broker, custodian, nominee or other intermediary who wish to dissent should be aware that **ONLY A REGISTERED OWNER OF COMMON SHARES IS ENTITLED TO EXERCISE RIGHTS OF DISSENT**.

DATED at Toronto, Ontario, February 16, 2018.

**BY ORDER OF THE BOARD OF DIRECTORS OF EA EDUCATION GROUP INC.**

Per: *"Wendy Xu"*
Wendy Xu, President and Director