QUESTCAP INC.
NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

You are invited to our 2020 annual and special meeting (the "**Meeting**") of common shareholders of QuestCap Inc. (the "**Corporation**").

When: Thursday, December 3, 2020 at 10:00 a.m. (Toronto time)

Where: 65 Queen Street West, 9th floor, Toronto, Ontario M5H 2M5

AS A RESULT OF THE GOVERNMENTAL PROHIBITION AGAINST GROUP GATHERINGS AND TO HELP REDUCE THE SPEAD OF COVID-19, ONLY REGISTERED SHAREHOLDERS AND/OR THEIR APPOINTEES MAY ATTEND THE MEETING IN PERSON. IN ADDITION, WE STRONGLY ENCOURAGE ALL SHAREHOLDERS TO NOT ATTEND THE MEETING IN PERSON AND TO VOTE THEIR SHARES BY COMPLETING AND RETURNING THE ENCLOSED FORM OF PROXY, AS DESCRIBED BELOW.

You may also participate in the meeting by virtual attendance. Please visit the following link for instructions and registration details: https://bit.ly/3mB7KqN.

YOU WILL NOT BE ABLE TO VOTE YOUR SHARES AT THE MEETING IF YOU PARTICIPATE SOLELY BY VIRTUAL ATTENDANCE. SHAREHOLDERS THAT WISH TO PARTICIPATE VIRTUALLY MUST VOTE THEIR SHARES BY COMPLETING AND RETURNING THE ENCLOSED FORM OF PROXY BY 10:00 A.M. ET ON DECEMBER 1, 2020, AS DESCRIBED BELOW.

The purpose of the Meeting is as follows:

1. ***Financial Statements.*** Receive and consider the audited financial statements as at and for the fiscal year ended December 31, 2019, together with the report of the auditor thereon.

2. ***Auditor Appointment.*** Appoint McGovern Hurley LLP as auditor of the Corporation.

3. ***Stock Option Plan.*** Consider and if thought fit re-approve the Corporation's rolling stock option plan.

4. ***Elect Directors.*** Consider and elect the directors for the ensuing year.

5. ***Name Change.*** Consider and , if thought advisable, pass, with or without variation, a special resolution approving an amendment to the articles of the Corporation to change the name of the Corporation to "Medi-Volve Inc.", or such other name as the board of directors of the Corporation, in its sole discretion, deems appropriate, as more fully described in the management information circular dated November 2, 2020 (the "**Circular**").

6. ***Change of Head Office.*** Consider and, if thought advisable, pass, with or without variation, a special resolution approving a change to the province in which the registered office of the Corporation is situated from the Province of Quebec to the Province of Ontario;

7. ***Other Business.*** Consider other business as may properly come before the Meeting or any postponement(s) or adjournment(s) thereof.

This notice is accompanied by (i) a form of proxy, (ii) the Circular, and (iii) the audited consolidated financial statements of the Corporation as at and for the fiscal year ended December 31, 2019 and related management's discussion and analysis of financial condition.

You may vote your shares by proxy if you are unable to attend the Meeting. Please review the enclosed Circular and date, sign and return the enclosed form of proxy to the Corporation's transfer agent by 10:00 a.m. (Toronto time) on Tuesday, December 1, 2020.

In the event of a postal disruption as a result of a Canada Post labour disruption or other cause, please see "*Voting – Appointment and Revocation of Proxies*" and "*Voting of Proxies – Non-Registered Shareholders*" in the Circular for information on how to obtain and submit a form of proxy or voting information form, as applicable.

The directors of the Corporation have fixed the close of business on November 2, 2020 as the record date, being the date for the determination of the registered holders entitled to notice and to vote at the Meeting and any postponement(s) or adjournments(s) thereof.

DATED at Toronto, Ontario as of the 2nd day of November, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

"Doug Sommerville"

President and Chief Executive Officer