

CARCETTI CAPITAL CORP.
NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of holders (“**Shareholders**”) of Class B common shares (“**Carcetti Shares**”) of Carcetti Capital Corp. (“**Carcetti**” or the “**Corporation**”) will be held on October 30, 2025 at 10:00 a.m. (Vancouver time) at the offices of Borden Ladner Gervais LLP located at 1200 Waterfront Centre, 200 Burrard St., Vancouver, BC, Canada V7X 1T2, subject to any postponement(s) or adjournment(s) thereof, for the following purposes:

- (a) to receive and consider the audited consolidated financial statements of the Corporation for the fiscal year ended December 31, 2024, together with the auditor’s report thereon;
- (b) to reappoint Davidson & Company LLP, as the Corporation’s auditor for the ensuing year and to authorize the board of directors of the Corporation (the “**Carcetti Board**”) to fix the auditor’s remuneration;
- (c) to consider and, if deemed appropriate, to approve an ordinary resolution to fix the number of directors of the Corporation at six (6) directors;
- (d) to consider and, if deemed appropriate, to elect Jonathan Awde, Jason Kosec, Richard Silas, Audra Walsh, Robert Quartermain, and Glenn Kumoi (the “**Management Nominees**”), as the directors of the Corporation for the ensuing year;
- (e) to consider and, if deemed appropriate, to pass, with or without variation, a special resolution (the “**Amalgamation Resolution**”), the full text of which is set forth in Appendix A to the accompanying information circular of Carcetti dated September 30, 2025 (the “**Circular**”), to approve the amalgamation (the “**Amalgamation**”) of the Corporation and 17276583 Canada Ltd., a wholly-owned subsidiary of the Corporation (“**Subco**”), upon the terms and conditions set forth in the amalgamation agreement to be entered into between the Corporation and Subco (the “**Amalgamation Agreement**”), substantially in the form attached as Appendix B to the Circular, as the Amalgamation may be modified or amended in accordance with the terms of the Amalgamation Agreement upon execution;
- (f) to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution to approve the Corporation’s 10% rolling omnibus equity incentive plan (the “**Omnibus Plan**”), as more particularly described in the Circular; and
- (g) to transact such further and other business as may properly be brought before the Meeting or any postponement(s) or adjournment(s) thereof.

The accompanying Circular contains important information regarding the business to be conducted at the Meeting, including a copy of the Amalgamation Agreement and a summary of its terms. Shareholders are strongly encouraged to review this information carefully. The Carcetti Board unanimously recommends that Shareholders vote **FOR** the Amalgamation Resolution.

In order for the Amalgamation to be approved, the Amalgamation Resolution must be passed by at least two-thirds of the votes cast by Shareholders present in person or represented by proxy at the Meeting. As of the close of business on the Record Date (as defined below), certain key shareholders and proposed directors and officers of Carcetti (the “**Supporting Shareholders**”), holding in aggregate 17,703,000 Carcetti Shares, representing approximately 69% of the issued and outstanding Carcetti Shares have entered

into voting support agreements with the Corporation whereby they agreed to vote their Carcetti Shares in favour of the Amalgamation Resolution. All of such Carcetti Shares are eligible to be voted on the Amalgamation Resolution. As a result, the Supporting Shareholders are able to cause the Amalgamation Resolution to be approved.

The record date for determining the Shareholders entitled to receive notice of and to vote at the Meeting has been fixed as the close of business on September 25, 2025 (the “**Record Date**”). Only Shareholders of record as of the close of business on the Record Date are entitled to receive notice of and to vote at the Meeting or any postponement(s) or adjournment(s) thereof, and each Carcetti Share outstanding as of the close of business on the Record Date is entitled to two votes at the Meeting or any postponement(s) or adjournment(s) thereof.

A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders are encouraged to date, sign and return the accompanying form of proxy for use at the Meeting or any postponement(s) or adjournment(s) thereof. Detailed instructions on how to complete and return forms of proxy and voting instruction forms are set forth in the Circular. Forms of proxy must be received by Carcetti’s transfer agent, Odyssey Trust Company (“**Odyssey**”), not later than 48 hours (excluding Saturdays, Sundays or a statutory or civic holiday) preceding the time fixed for the Meeting or any postponement(s) or adjournment(s) thereof. The current proxy voting cut-off time for the Meeting is 10:00 a.m. (Vancouver time) on October 28, 2025.

The proxyholder has discretion under the accompanying form of proxy to consider such further and other business as may properly be brought before the Meeting or any postponement(s) or adjournment(s) thereof. Shareholders who are planning on returning the accompanying form of proxy are encouraged to review the Circular carefully before submitting the form of proxy.

If you are not a registered holder of Carcetti Shares and receive these materials through your Intermediary (as defined below), please complete the form of proxy or voting instruction form provided to you by your Intermediary in accordance with the instructions provided therein. Intermediaries may have an earlier deadline by which they must receive voting instructions, and Shareholders who beneficially own their Carcetti Shares through an Intermediary should vote, or provide voting instructions, sufficiently ahead of time to ensure that their votes are counted at the Meeting.

Registered holders of Carcetti Shares have the right to dissent with respect to the Amalgamation Resolution and, if the Amalgamation becomes effective, to be paid the fair value of their Carcetti Shares in accordance with the provisions of Section 190 of the CBCA (as defined below). The right of a registered holder of Carcetti Shares to dissent is more particularly described in the Circular and the text of Section 190 of the CBCA, which is set forth in Appendix C to the Circular. **THE STATUTORY PROVISIONS DEALING WITH THE RIGHT OF DISSENT ARE TECHNICAL AND COMPLEX, AND A FAILURE TO STRICTLY COMPLY WITH THE REQUIREMENTS SET FORTH IN SECTION 190 OF THE CBCA MAY RESULT IN THE LOSS OF ANY RIGHT OF DISSENT.** A registered holder of Carcetti Shares who wishes to exercise its right of dissent must send a written notice of dissent with respect to the Amalgamation Resolution in accordance with the CBCA at or before the time fixed for the Meeting or any postponement(s) or adjournment(s) thereof to Carcetti at its registered office at c/o Borden Ladner Gervais LLP, 1200 Waterfront Centre, 200 Burrard St., Vancouver, BC, Canada V7X 1T2, Attention: Graeme Martindale.

Persons who are beneficial owners of Carcetti Shares registered in the name of an Intermediary who wish to exercise the right of dissent should be aware that only registered holders of Carcetti Shares are entitled to dissent. Accordingly, a beneficial owner of Carcetti Shares who wishes to exercise the right of dissent must make arrangements for the Carcetti Shares beneficially owned by such beneficial owner to be

registered in the beneficial owner's name prior to the time the written notice of dissent with respect to the Amalgamation Resolution is required to be received by Carcetti or, alternatively, make arrangements for the registered holder of such Carcetti Shares to dissent on the beneficial owner's behalf. It is strongly recommended that any Shareholder wishing to exercise the right of dissent seek independent legal advice, as the failure to strictly comply with the provisions of the CBCA may prejudice such Shareholder's right to dissent.

The accompanying Circular contains important information regarding the business to be conducted at the Meeting. Shareholders are strongly encouraged to review this information carefully. The Carcetti Board unanimously recommends that Shareholders vote **FOR** each of the matters to be voted on at the Meeting.

Dated at the City of Vancouver, in the Province of British Columbia, this 30th day of September, 2025.

Yours very truly,

(signed) "Jonathan Awde"

Jonathan Awde
Chair of the Board of Directors
Carcetti Capital Corp.