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Aldergrove, BC, V4W 2Z6
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NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the "**Meeting**") of the shareholders of **Vicinity Motor Corp.** (formerly Grande West Transportation Group Inc.) (the "**Corporation**") will be held in a **virtual-only format conducted via Zoom** on **Friday, December 10, 2021** at the hour of 10:00 a.m. (Pacific Time) for the following purposes:

1. To receive and consider the audited financial statements of the Corporation for the financial year ended December 31, 2020, and the auditor's report thereon;
2. To appoint PricewaterhouseCoopers LLP, Chartered Professional Accountants, as the Corporation's auditor for the ensuing year, at a remuneration to be fixed by the Directors;
3. To set the number of Directors for the ensuing year at six (6);
4. To elect Directors to hold office for the ensuing year;
5. To consider an ordinary resolution to approve the Corporation's stock option plan, as set out under the heading the "Stock Option Plan" in the attached Information Circular;
6. To consider an ordinary resolution of the disinterested shareholders to approve the increase in the number of common shares available for grant under the Corporation's deferred share unit plan, as more fully described in the attached Information Circular;
7. 7. To consider an ordinary resolution of the disinterested shareholders to increase of the number of common shares available for issuance under, the Corporation's restricted stock unit plan, as more fully described in the attached Information Circular; and
8. To transact such other business as may properly be transacted at the Meeting or at any adjournment thereof.

IMPORTANT NOTICE

In light of the ongoing public health concerns related to COVID-19, and based on government recommendations to avoid large gatherings, the Corporation will not be permitting attendance in person. Shareholders are urged to vote on the matters before the Meeting by proxy and to listen to the Meeting online. Registered shareholders or proxyholders representing registered shareholders participating in the Meeting virtually will be considered to be present in person at the Meeting for the purposes of determining quorum. Non-registered shareholders who have not duly appointed themselves as a proxyholder will be able to attend the Meeting as a guest, but will not be able to vote at the Meeting.

All shareholders are entitled to attend and vote at the Meeting virtually in person or by proxy. The Board of Directors (the "Board") requests that all shareholders who will not be attending the Meeting read, date and sign the accompanying proxy and deliver it to Computershare Investor Services Inc. ("Computershare"). If a shareholder does not deliver a proxy to Computershare, Attention: Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1 by 10:00 a.m. (Vancouver, British Columbia time) on Wednesday, December 8, 2021 at 1:00 pm (Toronto Time) (or before 48 hours, excluding Saturdays, Sundays and holidays before any adjournment of the meeting at which the proxy is to be used) then the shareholder will not be entitled to vote at the Meeting by proxy. Only shareholders of record at the close of business on November 2, 2021 will be entitled to vote at the Meeting.

Shareholders will have two options to access the Meeting, being via teleconference or through the Zoom application, which requires internet connectivity. Registered shareholders wishing to vote in person and any shareholders wishing to view materials that may be presented by the Corporation's management will need to utilize the Zoom application but any shareholder may listen to the Meeting via teleconference.

Registered shareholders participating via teleconference will not be able to vote in person at the Meeting as the Corporation's scrutineer must take steps to verify the identity of registered shareholders using the video features.

In order to dial into the Meeting within Canada, shareholders will phone 1 778 907 2071 and enter the Meeting ID and Password noted below.

Outside of Canada, please find your local number https://us02web.zoom.us/u/kbYnydOG50

In order to access the Meeting through Zoom, shareholders will need to download the application onto their computer or smartphone and then once the application is loaded, enter the Meeting ID and Password below or open the following link:

https://us02web.zoom.us/j/83316615149?pwd=cFVWSlYrVXVJTVpJUE1aSTVubG1kQT09

Shareholders will have the option through the application to join the video and audio or simply view and listen.

Meeting ID: **833 1661 5149**
Password: **879113**

Meeting Material

This notice is accompanied by a management information circular (the "**Circular**") and a form of proxy, which together provide additional information relating to the matters to be dealt with at the Meeting.

As set out in the notes to the Proxy, the enclosed proxy is solicited by management, but you may amend it, if you so desire, by striking out the names listed therein and inserting in the space provided, the name of the person you wish to represent you at the Meeting.

DATED at Vancouver, British Columbia, this 2nd day of November, 2021.

By order of the Board of Directors.

VICINITY MOTOR CORP.

/s/ "William Trainer"

William Trainer
CEO, President and Director