

RG ONE CORP.

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON MAY 7, 2021**

The annual and special meeting (the “**Meeting**”) of the holders of common shares (the “**Common Shares**”) of RG One Corp. (the “**Corporation**”) will be held by teleconference (listen-only) at 647-797-0071 (Toronto) or 1-833-600-1823 (outside Toronto) upon entering conference room number: 184-620-347# on May 7, 2021, at 10:00 a.m. (Eastern Time) for the following purposes, as more particularly described in the management information circular provided along herewith (the “**Circular**”):

1. to receive and consider the Corporation’s audited consolidated financial statements for the fiscal year ended June 30, 2020, together with the auditors’ report thereon;
2. to fix the number of directors of the Corporation at three (3) and conditional upon completion of the Business Combination (as defined hereafter) to fix the number of directors of the Corporation at five (5);
3. to re-appoint the current auditor of the Corporation, McGovern Hurley LLP, as the auditors of the Corporation to hold office until the earlier of the next annual meeting of the shareholders of the Corporation or completion of the business combination of the Corporation with Flow Water Inc. (respectively, “**Flow**” and the “**Business Combination**”), to appoint Ernst & Young LLP as the auditors of the Corporation from the time of completion of the Business Combination (the “**Effective Time**”) until the close of the next annual meeting of shareholders of the Corporation and to authorize the directors of the Corporation to fix the auditor’s remuneration, as further described in the Circular;
4. (A) to elect the current directors of the Corporation to serve from the close of the Meeting (the “**Current Slate**”) until the earlier of: (i) the close of the next annual meeting of shareholders of the Corporation; (ii) the Effective Time; or (iii) their successors are elected or appointed, all as the case may be, unless his or her office is earlier vacated in accordance with the by-laws of the Corporation or the provisions of the *Business Corporations Act* (Ontario) and (B) to elect the directors of the Corporation to serve from the Effective Time until the close of the next annual meeting of shareholders of the Corporation or until their successors are elected or appointed;
5. to consider and, if deemed appropriate to, approve, with or without variation an ordinary resolution, approving the omnibus incentive plan of the Corporation and the incentive stock option limit for omnibus plan participants working in the United States (attached as Schedule “A” to this Circular), all is more full described in the Circular conditional on and effective upon the closing of the Business Combination, including the reservation for issuance thereunder of all unallocated options, rights and other entitlements, in accordance with the rules of the Toronto Stock Exchange (“**TSX**”);
6. to consider and, if deemed appropriate, to pass, with or without variation, a special resolution approving the amendment of the articles of the Corporation (i) to change the name of the Corporation to “Flow Beverage Corp.”, or such other name as may be agreed by Flow and the Corporation in connection with the completion of the Business Combination, and (ii) to ensure eligibility of the Corporation as a “B Corp” as more fully described in the management information circular dated April 8, 2021 (the “**Circular**”) accompanying this notice of Meeting;
7. to consider and, if deemed appropriate, to pass, with or without variation, a special resolution to authorize the board of directors to determine, in its sole discretion, a consolidation ratio within the range of one of the Corporation’s post-consolidation shares for every 300 to 500 of the

Corporation's pre-consolidation shares of the same class (the "**Consolidation Ratio**"), and to effect, at such time as the board of directors deems appropriate, but in any event no later than one year after the Meeting, a share consolidation (or reverse stock split) of all of the Corporation's issued and outstanding common shares (the "**Common Shares**") on the basis of such consolidation (the "**Consolidation**"), subject to the board's authority to decide not to proceed with the Consolidation;

8. to consider and, if deemed appropriate, to pass, with or without variation, a special resolution approving the amendment of the articles of the Corporation to create a new class of multiple voting shares of the Corporation and amend the rights and restrictions of the Common Shares as described under the heading "*Summary Share Terms*" in the Circular, and to re-designate the Common Shares as subordinate voting shares of the Corporation;
9. to consider and, if deemed appropriate, to pass, with or without variation, a special resolution authorizing and approving the continuance (the "**Continuance**") of the Corporation from the Province of Ontario into the Federal jurisdiction of Canada in accordance with the *Canada Business Corporations Act* (the "**CBCA**"), as more fully described in the Circular;
10. to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution ratifying, confirming and approving the new general by-laws of the Corporation following the Continuance attached as Schedule "B" to the Circular; and
11. to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

The specific details of the matters proposed to be put before the Meeting, including the text of the special resolutions to be voted on at the Meeting, are set forth in the Circular, which accompanies and is incorporated into this notice.

The board of directors of the Corporation has fixed the close of business on April 7, 2021 as the record date, being the date for the determination of shareholders entitled to receive notice of, and to vote at, the Meeting and any adjournment or postponement thereof.

Due to the ongoing concerns related to the spread of the coronavirus (COVID-19) and in order to protect the health and safety of shareholders, employees, other stakeholders and the community, shareholders are strongly encouraged to listen to the Meeting via teleconference instead of attending the Meeting in person and to vote on the matters before the Meeting by proxy, appointing the person designated by management in the proxy form or voting instruction form.

We ask that shareholders review and follow the instructions of any provincial, regional or other health authorities holding jurisdiction over the areas you must travel through to attend the Meeting. Please do not attend the Meeting in person if you are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact with has travelled outside of Canada within the 14 days immediately prior to the Meeting. All shareholders are strongly encouraged to vote by submitting their completed form of proxy (or voting instruction form) prior to the Meeting by one of the means described in the Circular accompanying this notice of Meeting.

The Corporation reserves the right to take any additional pre-cautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to further developments in the COVID-19 pandemic and in order to ensure compliance with federal, state and local laws and orders, including without limitation: (i) holding the Meeting virtually or by providing a webcast of the Meeting; (ii) hosting the Meeting solely by means of remote communication; (iii) changing the Meeting date and/or changing the means of holding the Meeting; (iv) denying access to persons who exhibit cold or flu-like symptoms, or

who have, or have been in close contact with someone who has, travelled outside of Canada within the 14 days immediately prior to the Meeting; and (v) such other measures as may be recommended by public health authorities in connection with gatherings of persons such as the Meeting. Should any such changes to the Meeting format occur, the Corporation will announce any and all of these changes by way of news release, which will be filed under the Corporation's profile on the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) at www.sedar.com. We strongly recommend that you check the Corporation's SEDAR profile prior to the Meeting for the most current information. In the event of any changes to the Meeting format due to the COVID-19 pandemic, the Corporation will not prepare or mail amended materials in respect of the Meeting.

Voting by Proxy

If you are a registered shareholder of the Corporation and are unable to attend the Meeting in person or via teleconference, please date and execute the accompanying form of proxy and return it to TSX Trust Company, registrar and transfer agent of the Corporation, (i) by mail using the enclosed return envelope or one addressed to TSX Trust Company, 301 - 100 Adelaide Street West, Toronto, Ontario, M5H 4H1, in each case not less than 48 hours prior to the Meeting or any adjournment thereof excluding Saturdays, Sundays and statutory holidays, being no later than 10:00 a.m. (Eastern Time) on May 5, 2021.

If you are not a registered shareholder of the Corporation and receive these materials through your broker or through another intermediary, please complete and return the form of proxy or voting instruction form in accordance with the instructions provided to you by your broker or by the other intermediary. Failure to do so may result in your shares not being eligible to be voted by proxy at the Meeting.

Dissent Rights

The registered shareholders of the Corporation have the right to dissent in respect of the Share Capital Amendment Resolution and the Continuance Resolution, and if such resolutions become effective, to be paid the fair value of his, her or its Common Shares in accordance with the provisions of Section 185 of the OBCA. The dissent rights are described in detail in the Circular.

DATED at Toronto, Ontario, this 8th day of April, 2021.

By order of the board of directors

“Isaac Maresky”

Isaac Maresky
President & Chief Executive Officer