NURCAPITAL CORPORATION LTD.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE THAT an annual general and special meeting (the "**Meeting**") of the shareholders of Nurcapital Corporation Ltd. (the "**Corporation**") will be held on January 19, 2023 at 11:00 a.m. (Toronto time) by Zoom video conference ("**Zoom**") (but shareholders will not be permitted to vote over Zoom) at the following link **https://us06web.zoom.us/j/89497138242?pwd=SlJ6ajNBZ0xqTFVoeG10cmxpaUdSUT09** for the following purposes:

1. to elect five (5) directors of the Corporation for the ensuing year, as more fully described in the management information circular (the "**Circular**") accompanying this notice of Meeting;
2. to consider, and if deemed appropriate, to pass an ordinary resolution that appoints MNP LLP as the Corporation's auditor for the ensuing year and authorizes the directors to fix their remuneration;
3. to consider, and if deemed appropriate, to pass an ordinary resolution of disinterested shareholders, approving the Corporation making certain amendments to the Corporation's escrow agreement in accordance with the updated TSX Venture Exchange CPC Policy 2.4 (the "**Updated CPC Policy**"), as more particularly described in the Circular;
4. to consider, and if deemed appropriate, to pass an ordinary resolution of disinterested shareholders, authorizing the Corporation to pay any finders' fee or commission to a non-arm's length party to the Corporation upon completion of a qualifying transaction, as more fully described in the Circular;
5. to consider, and if deemed appropriate, to pass an ordinary resolution of disinterested shareholders, repealing the current stock option plan dated June 1, 2015 (the "**Existing Option Plan**") and approving a proposed stock option plan (the "**Proposed Stock Option Plan**") that reflects the Updated CPC Policy, as more fully described in the Circular;
6. to consider and, if thought fit, to pass, with or without variation, an ordinary resolution of shareholders approving the Existing Option Plan, in the event the Proposed Stock Option Plan does not receive the required approval of the shareholders at the Meeting or the TSX Venture Exchange, as more particularly set forth in the Circular;
7. to receive and consider the audited financial statements for the last four financial years ending December 31, 2018, December 31, 2019, December 31, 2020, and December 31, 2021(the "**Financial Statements**") and corresponding auditor's reports; and
8. to transact such other business as may be properly brought before the Meeting or any postponement or adjournment thereof.

Information relating to the items above is set forth in the Circular. Only shareholders of record as of December 9, 2022, (the "**Record Date**"), are entitled to notice of the Meeting and to vote at the Meeting and at any adjournment or postponement thereof.

IMPORTANT

It is desirable that as many common shares as possible be represented at the Meeting. If you would like your common shares represented, please complete the enclosed instrument of proxy and return it as soon as possible in the envelope provided for that purpose. To be valid, all instruments of proxy must be delivered to the Proxy Department of TSX Trust Company, 301-100 Adelaide Street West, Toronto, Ontario, M5H 4H1 not later than 48 hours, excluding Saturdays, Sundays and statutory holidays in the City of Toronto, prior to the time of the Meeting or any postponement or adjournment thereof. Late instruments of proxy may be accepted or rejected by the chair of the Meeting in his or her discretion but he or she is under no obligation to accept or reject any particular late instruments of proxy.

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 must vote on the matters before the Meeting by submitting their instrument of proxy in advance of the Meeting but are encouraged to attend the Meeting via Zoom.

In order to dial into the Meeting, Shareholders will phone +16475580588 and enter the Meeting ID and Password noted below:

Meeting ID: 894 9713 8242

Passcode: 111

In order to access the Meeting through Zoom, Shareholders will need to download the application, load the application and enter the Meeting ID and Password above or open the following link:

Zoom Link: **https://us06web.zoom.us/j/89497138242?pwd=SlJ6ajNBZ0xqTFVoeG10cmxpaUdSUT09**

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

DATED at Toronto, Ontario this 28th day of December 2022**.**

By order of the board of directors of NURCAPITAL CORPORATION LTD.

signed "John Ryan"
John Ryan
Chief Executive Officer