



Notice of Annual Meeting of Shareholders

Notice is hereby given that the annual meeting of the holders of common shares of ECN Capital Corp. (“ECN Capital” or the “Corporation”) will be held by way of a live audio webcast utilizing the MeetNow meeting platform at <https://meetnow.global/MZNKZUT> on Thursday, April 7, 2022 at 8:30 a.m. (Toronto time) (the “Meeting”) for the following purposes:

1. to receive the Corporation’s audited annual consolidated financial statements as at and for the financial year ended December 31, 2021 and the auditors’ report thereon;
2. to elect the directors of the Corporation;
3. to re-appoint auditors and to authorize the board of directors of the Corporation to fix their remuneration;
4. to consider and, if deemed advisable, approve the non-binding advisory resolution on the Corporation’s approach to executive compensation;
5. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution (the “Option Plan Resolution”) to authorize and re-approve the share option plan of the Corporation, as amended by the proposed amendments thereto, as described in the accompanying Circular (as defined herein);
6. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution (the “DSU Plan Resolution”) to authorize and re-approve the deferred share unit plan of the Corporation, as amended by the proposed amendments thereto, as described in the accompanying Circular;
7. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution (the “Unit Plan Resolution”) to authorize and re-approve the share unit plan of the Corporation, as amended by the proposed amendments thereto, as described in the accompanying Circular; and
8. to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

Please refer to the accompanying Management Information Circular (the “Circular”) dated March 1, 2022 and Virtual Meeting User Guide for specific details of the foregoing matters and for access details with respect to the Meeting.

In light of the unprecedented and on-going public health impact of the coronavirus disease (and variants thereof) and to mitigate risks to the health and safety of our communities, shareholders, employees and other stakeholders, the Corporation will be convening and conducting the Meeting in a virtual-only format (as it has done for its most recent special meeting of shareholders), which will be conducted via live audio webcast online at <https://meetnow.global/MZNKZUT>. During the audio webcast, shareholders will be able to listen to the Meeting live, and registered shareholders and duly appointed and registered proxyholders will be able to submit questions and vote while the Meeting is being held. We hope that hosting the Meeting virtually helps enable greater participation by shareholders by allowing shareholders that might not otherwise be able to travel to a physical meeting to attend online, while minimizing the health risk that may be associated with large gatherings. Please refer to the accompanying Circular and Virtual Meeting User Guide for access details with respect to the Meeting.

Shareholders are invited to attend the Meeting. The Circular includes important information about the items to be considered at the Meeting and how to exercise your vote. Registered shareholders and duly appointed and registered proxyholders will be able to virtually attend, participate in and vote at the Meeting at <https://meetnow.global/MZKNKZUT>. Non-registered shareholders who receive this notice of annual meeting of shareholders and related materials through their broker, investment dealer, bank, trust company, custodian, nominee, or other intermediary, should carefully follow the instructions of their intermediary to ensure that their common shares of the Corporation (the “Common Shares”) are voted at the Meeting in accordance with such shareholders’ instructions. Please refer to the accompanying Circular and Virtual Meeting User Guide for access details with respect to the Meeting.

Non-registered shareholders (being shareholders who hold their Common Shares through an investment dealer, trust company, custodian, nominee or other intermediary) are advised that voting through a proxyholder at the Meeting will include, as a result of the virtual nature of the Meetings, an additional step of registering proxyholders with the transfer agent of the Corporation, Computershare Investor Services Inc., after submitting their form of proxy or voting instruction form (“VIF”), as applicable. Failure to register the proxyholder with the transfer agent will result in the proxyholder not receiving an “Invitation Code” via email to participate in and vote at the Meeting and only being able to attend as a guest. Non-registered shareholders who have not duly appointed themselves as proxyholder will be able to attend the Meeting as guests but will not be able to vote or submit questions at the Meeting.

If you plan to vote at the Meeting, it is important that you are connected to the internet at all times during such Meeting in order to vote when balloting commences. It is your responsibility to ensure internet connectivity for the duration of the Meeting. You should allow ample time to log in to the Meeting online and complete the check-in procedures.

Shareholders are encouraged to express their vote in advance of their Meeting by completing the form of proxy or VIF provided to them.

The Common Shares represented by properly executed proxies given in favour of the persons named in the form of proxy will be voted at the Meeting in accordance with the instructions indicated thereon. If no instructions are given, the shares represented by properly executed proxies given in favour of the persons named in the form of proxy will be voted **FOR** each of the directors, the Option Plan Resolution, the DSU Plan Resolution and the Unit Plan Resolution, and to approve the advisory Say-on-Pay vote, each as further described in the Circular.

If you have any questions regarding the forms, please contact your broker or intermediary or the Corporation’s strategic shareholder advisor and proxy solicitation agent, Kingsdale Advisors, at 1-855-682-4840 (toll free in North America), or at 1-416-867-2272 (collect outside North America), or by email at contactus@kingsdaleadvisors.com.

Your proxy or VIF must be received not later than April 5, 2022 at 8:30 a.m. (Toronto time), or in the case of any adjournment or postponement of the Meeting, not less than 48 hours, Saturdays, Sundays and holidays excepted, prior to the time of the adjournment or postponement.

DATED the 1st day of March, 2022.

By Order of the Board of Directors
Mary Beth Koenig
*Chief Legal Officer, General Counsel and
Corporate Secretary*