RIVALRY

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the "**Meeting**") of the holders (the "**Shareholders**") of subordinate voting shares and multiple voting shares (collectively, the "**Shares**") of Rivalry Corp. (the "**Corporation**") will be held on Tuesday, June 28, 2022 at 11:00 a.m. (Toronto time). To address the public health impact of COVID-19, the Corporation is conducting an online only shareholders' meeting.

Registered Shareholders (as defined in the accompanying information circular (the "**Information Circular**") under the heading "Voting at the Meeting") and duly appointed proxyholders can attend the Meeting online at https://web.lumiagm.com/m#/296771687 (password: "rivalry2022") where they can participate, vote, or submit questions during the Meeting's live webcast.

The Meeting is being held for the following purposes:

(a) to receive the audited consolidated financial statements of the Corporation for the year ended December 31, 2021, together with the auditors' report thereon;

(b) to elect the directors of the Corporation for the ensuing year;

(c) to reappoint Macias Gini & O'Connell LLP as the auditors of the Corporation for the ensuing year and to authorize the board of directors of the Corporation (the "**Board**") to fix their remuneration and terms of engagement;

(d) to consider and, if deemed appropriate, pass an ordinary resolution approving amendments to the Corporation's equity incentive plan to change the plan from a "fixed plan" to both a "rolling 10% plan" in respect of stock options and a "fixed 10% plan" in respect of other awards, subject to the approval of the TSX Venture Exchange and as more particularly described in the Information Circular; and

(e) to transact such further or other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

The Information Circular provides additional information relating to each of the matters to be addressed at the Meeting. Shareholders are directed to read the Information Circular carefully and in full to evaluate the matters to be considered at the Meeting.

The record date for the determination of shareholders of the Corporation entitled to receive notice of and to vote at the Meeting or any adjournment(s) or postponement(s) thereof is May 24, 2022 (the "**Record Date**"). Shareholders of the Corporation whose names have been entered in the register of shareholders of the Corporation at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting or any adjournment(s) or postponement(s) thereof.

If you are a Registered Shareholder and are unable to attend the Meeting or any adjournment(s) or postponement(s) thereof, please date, sign and return the accompanying form of proxy (the "**Proxy**") for use at the Meeting or any adjournment(s) or postponement(s) thereof in accordance with the instructions set forth in the Proxy and Information Circular. The Corporation recommends that Shareholders vote in advance of the Meeting.

If you are a Non-Registered Beneficial Shareholder, a voting information form (also known as a VIF), instead of a form of proxy, may be enclosed. You must follow the instructions provided by your intermediary in order to vote your Shares. Non-registered beneficial Shareholders who have not duly appointed themselves as proxyholders will be able to attend the Meeting virtually as guests, but guests will not be able to vote at the Meeting.

DATED at Toronto, Ontario this 30th day of May, 2022.

BY ORDER OF THE BOARD

(signed) "*Steven Salz*"

Steven Salz
Chief Executive Officer and Director