APHELION CAPITAL CORP.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

Notice is hereby given that the Annual General and Special Meeting of Shareholders of Aphelion Capital Corp. (the "**Company**") will be held in a fully virtual format on Wednesday, May 12, 2021, at 10:00 a.m. (Pacific Time) (the "**Meeting**") for the following purposes:

1. to receive the audited consolidated financial statements of the Company for the financial year ended December 31, 2020, together with the report of the auditor thereon;
2. to fix the number of directors of the Company to be elected at four (4);
3. to elect directors of the Company for the ensuing year;
4. to appoint Smythe LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and to authorize the directors to fix the auditor's remuneration;
5. to approve the Company's 10% 'rolling' Stock Option Plan for the ensuing year, as set forth in the Management Information Circular accompanying this Notice;
6. to consider, and, if deemed advisable, to pass, with or without variation, a special resolution, the full text of which is set forth in the accompanying management information circular dated April 5, 2021 (the "**Information Circular**"), authorizing the change of name of the Company to "Edge Technologies Inc." or such other name as the board of directors of the Company (the "**Board**"), in their sole discretion and subject to applicable regulatory approval, determines to be appropriate immediately prior to or concurrent with the completion of the Company's Qualifying Transaction (as defined in the policies of the TSX Venture Exchange (the "**TSXV**")) with Edge Technologies, Inc. ("**ETI**") pursuant to a merger agreement dated March 3, 2021 among the Company, ETI, Electric Acquisition Corp., a wholly owned subsidiary of the Company, Aphelion FundCo Inc., and 1289571 B.C. Ltd., a wholly owned subsidiary of the Company (the "**QT**");
7. subject to and effective concurrent with the completion of the QT, to consider, and, if deemed advisable, to pass, with or without variation, a special resolution, the full text of which is set forth in the Information Circular, approving an amendment to the Company's articles and notice of articles, as applicable, to alter the authorized share capital of the Company to create a new class of preferred shares without par value (the "**Preferred Shares**") and assigning the special rights and restrictions attached hereto to such Preferred Shares;
8. subject to and effective concurrent with the completion of the QT, to fix the number of directors of the Company at such time at seven (7);
9. subject to and effective concurrent with the completion of the QT, to elect directors of the Company to take office at such time;
10. subject to and effective concurrent with the completion of the QT, to consider, and, if deemed advisable, to pass, with or without variation, a special resolution, the full text of which is set forth in the Information Circular, approving the split of the Company's common shares on the basis of five (5) new common shares for each one (1) common share as presently constituted;
11. to consider, and if deemed advisable, to pass with or without variation, an ordinary resolution of disinterested shareholders, the full text of which is set forth in this Information Circular, authorizing the Company to remain on the TSXV in the event a Qualifying Transaction (as defined in the policies of the TSXV) is not completed within the original twenty-four (24) month time limit;
12. to consider, and if deemed advisable, to pass with or without variation, an ordinary resolution of disinterested shareholders, the full text of which is set forth in this Information Circular, to authorize the Company to enter into an amending agreement to amend the escrow release

terms under the escrow agreement dated November 26, 2019 among the Company, TSX Trust Company and each of the underlying security holders of the Company, to reflect the new escrow release terms set in the TSXV's amended CPC policy; and

13. to transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

This Notice is accompanied by the Management Information Circular, either a form of proxy for registered shareholders or a voting instruction form for beneficial (non-registered) shareholders and a Financial Statement Request Form. Please review the accompanying Management Information Circular before voting as it contains important information about the Meeting and is deemed to form part of this notice.

Shareholders who are unable to attend the Meeting in person are requested to read the information on the enclosed form of proxy or voting instruction form and vote by telephone, on the internet or by completing and returning the enclosed form of proxy or voting instruction form in accordance with the instructions set out therein.

A registered shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit a duly executed form of proxy with the Company's transfer agent and registrar, TSX Trust Company, by 10:00 a.m. (Pacific Time) on May 10, 2021, or no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of any adjourned or postponed Meeting.

If you are a beneficial (non-registered) shareholder receiving these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or by the other intermediary.

The record date for the determination of those shareholders entitled to receive the Notice of, and to vote at, the Meeting and any adjournment or postponement, is the close of business on April 5, 2021.

We value your opinion and participation in the Meeting as a shareholder of Aphelion Capital Corp.

In view of the current and rapidly evolving COVID-19 outbreak, the Company will be holding the Meeting virtually. To be admitted to the Meeting use the following link:

https://zoom.us/j/94674677634

Shareholders and duly appointed proxyholders will be able to attend the Meeting, submit questions and vote at the Meeting by roll-call, or such other method as may be determined by the Company, by following the instructions in the attached Circular. The Company encourages Shareholders to vote their Shares by proxy not later than (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of British Columbia) prior to the time set for the Meeting or any adjournment(s) or postponement(s) thereof.

In the event of a strike, lockout or other work stoppage involving postal employees, all documents required for delivery by the Shareholder should be delivered by facsimile to TSX Trust Company as registrar and transfer agent of the Company at (416) 595-9593.

DATED at Vancouver, British Columbia, this 5th day of April, 2021.

By Order of the Board of Directors

"Seth Kay"

Seth Kay

Chief Executive Officer, President and Director