

**VLCTY CAPITAL INC.
206-3500 CARRINGTON ROAD
WESTBANK, BRITISH COLUMBIA V4T 3C1**

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF THE SHAREHOLDERS OF
VLCTY CAPITAL INC. TO BE HELD VIRTUALLY AS A RESULT OF COVID-19**

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (the “**Common Shares**”) in the capital of VLCTY Capital Inc. (the “**Corporation**”) will be held virtually (further details provided below), on Friday, July 2, 2021, at 10:00 a.m. (Vancouver Time) for the following purposes:

- 1 to receive the audited financial statements of the Corporation for the year ended May 31, 2020, together with the auditors’ reports thereon;
- 2 to elect the directors of the Corporation that will hold office until the earlier of the next annual general meeting of the Corporation or the completion of the Corporation’s proposed qualifying transaction with BuildDirect.com Technologies Inc. (the “**Qualifying Transaction**”), as more fully described in the management information circular dated May 28, 2021 in respect of the Meeting (the “**Information Circular**”) accompanying this Notice of Meeting;
- 3 conditional on and effective upon the completion of the Qualifying Transaction, to elect the directors of the Corporation, as more fully described in the Information Circular;
- 4 to re-appoint Segal LLP, Chartered Professional Accountants, as the auditors of the Corporation and to authorize the board of directors of the Corporation to fix their remuneration, until the earlier of the next annual general meeting of the Corporation or the completion of the Qualifying Transaction, as more fully described in the Information Circular;
- 5 conditional on and effective upon the completion of the Qualifying Transaction, to appoint KPMG LLP as the auditors for the Corporation and to authorize the board of directors of the Corporation to fix their remuneration, as more fully described in the Information Circular;
- 6 to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution ratifying the Corporations’ ten percent (10%) rolling stock option plan (the “**Legacy Option Plan**”), the full text of which is set out in the Information Circular;
- 7 conditional on and effective upon the completion of the Qualifying Transaction, to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution approving a new omnibus equity incentive plan of the Corporation to take effect and replace the Legacy Option Plan immediately upon completion of the Qualifying Transaction, the full text of which is set out in the Information Circular;
- 8 to consider and, if deemed advisable, to pass an ordinary resolution to approve a consolidation of all of the outstanding Common Shares on the basis of one (1) post-consolidation Common Share for every 26.538 pre-consolidation Common Shares, as determined by the board of directors of the Corporation, the full text of which is set out in the Information Circular; and
- 9 to transact such further or other business as may properly come before the Meeting or any postponements or adjournments thereof.

THE BOARD OF DIRECTORS OF THE CORPORATION UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS VOTE IN FAVOUR OF THE ABOVE REFERENCED RESOLUTIONS AT THE MEETING.

The Corporation's accompanying Information Circular provides additional information relating to each of the matters to be addressed at the Meeting and is deemed to form part of this Notice of Meeting. The board of directors of the Corporation has fixed May 28, 2021 as the record date (the "**Record Date**") for the determination of Shareholders entitled to receive notice of and vote at the Meeting. Any persons who were not holders of Common Shares and who acquired Common Shares after the Record Date will not be entitled to receive notice of or vote those Common Shares at the Meeting.

After taking into account recent Provincial, Territorial and Federal guidance regarding public gatherings and social distancing due to the COVID-19 pandemic, the Corporation has elected to hold the Meeting virtually, allowing registered Shareholders and proxyholders to attend and participate at the Meeting by dialing into or clicking the link below to a live webcast. Non-registered shareholders who have not duly appointed themselves as proxyholder will not be able to attend the virtual Meeting. This is because the Corporation and its transfer agent, do not have a record of the non-registered shareholders, and, as a result, will have no knowledge of their shareholdings or entitlement to vote unless they appoint themselves as proxyholder. This serves to proactively protect the health and wellbeing of the Corporation's shareholders, management, directors and service partners, while permitting and encouraging shareholder participation at the Meeting. In order to streamline the Meeting process, the Corporation encourages Shareholders to vote in advance of the Meeting using the voting instruction form or the form of proxy mailed to them with the Meeting materials and submitting them by no later than **10:00 a.m. (Vancouver time) on Tuesday, June 29, 2021**, the cut-off time for deposit of proxies prior to the Meeting. Shareholders wishing to attend the Meeting are encouraged to do so by logging into the webcast or calling the number below, and instructions will be provided as to how Shareholders entitled to vote at the Meeting may participate and vote.

Details of the Meeting

Date: July 2, 2021

Time: 10:00 a.m. (Vancouver time)

Telephone Access:

Canada:

1-855-703-8985 Canada Toll Free

1-647-374-4685 Canada Local

US:

1-888-475-4499 US Toll Free

1-877-853-5257 US Toll Free

Meeting ID: 917 1263 8600

Passcode: 061557

To Register in Advance:

https://mindengross.zoom.us/meeting/register/tJUgduuurTMsGtTWTy4GAMk8BcDGOW6I_j4o

To Access the Virtual Meeting:

The URL for the Virtual Meeting will be provided to Shareholders who register using the link provided above.

Registered Shareholders who are unable to attend the Meeting in person are requested to complete, date and sign the enclosed form of proxy and send it in the enclosed envelope or otherwise to the Corporation's transfer agent, Computershare, in accordance with the instructions set forth in the Information Circular and in the enclosed form of proxy. Electronic voting is also available for this Meeting through www.investorvote.com and telephone voting is available. Votes cast electronically or by telephone are in all respects equivalent to, and will be treated in the exact same manner as, votes cast via a paper form of proxy. Further details on the electronic voting process are provided in the form of proxy. Non-registered Shareholders who receive these materials through their broker or other intermediary should complete and send the voting instruction form in accordance with the instructions provided by their broker or intermediary. To be effective, a proxy must be received by Computershare not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or any adjournment thereof. Late proxies may be accepted or rejected by the Chairperson of the Meeting in his discretion, and the Chairperson is under no obligation to accept or reject any particular late proxy.

Should we determine that changes to the Meeting are required, we will announce these changes by news release, which will be filed on SEDAR. We recommend that you view our SEDAR profile for documents filed prior to the Meeting for the most current information. We do not intend to prepare or mail amended proxy and Meeting materials if changes are required to the format of the Meeting.

DATED at Vancouver, British Columbia this 28th day of May, 2021.

BY ORDER OF THE BOARD OF DIRECTORS OF
VLCTY CAPITAL INC.

"Andrew Elbaz"
Chief Executive Officer