

JESMOND CAPITAL LTD.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the "**Meeting**") of the holders (the "**Shareholders**") of the common shares (the "**Common Shares**") in the capital of Jesmond Capital Ltd. ("**Jesmond**" or the "**Company**") will be held on Wednesday, March 8, 2023 at 10:00 a.m. (Calgary time) at the offices of Gowling WLG (Canada) LLP located at Suite 1600, 421 7th Avenue SW, Calgary, Alberta T2P 4K9 for the following purposes:

1. to receive audited financial statements of Jesmond for the fiscal year ended December 31, 2021, together with the report of the auditors thereon;
2. to consider and, if deemed advisable, to fix the number of directors of the Company for the ensuing year, or as otherwise authorized by the Shareholders, at four (4) members;
3. to elect the directors of the Company for the ensuing year;
4. to appoint Kenway Mack Slusarchuk Stewart LLP, as the auditors of the Company for the ensuing year and to authorize the directors to fix their remuneration;
5. to ratify and approve the stock option plan of the Company, as more particularly described in the management information circular dated February 6, 2023 (the "**Circular**");
6. to consider, and if deemed appropriate, to pass with or without variation, a special resolution approving an amendment to the Articles of the Company to change the name of the Company to "Quattro Energy Corp." or such other name as may be determined and acceptable to the board of directors of Jesmond and the applicable regulatory authorities, as more fully described in the Circular, the full text of which is set forth under "*Name Change Resolution*" in Appendix A to the Circular; and
7. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

Shareholders should refer to the Circular for more information with respect to the matters to be considered at the Meeting.

In the event the Company decides to change the date, time and/or location of the Meeting as part of its efforts to reduce the spread of COVID-19, the Company will issue a press release announcing the change and take all reasonable steps necessary to inform all the parties involved in the proxy infrastructure, including intermediaries and the Company's transfer agent of the change. The Company strongly encourages each Shareholder to submit a form of proxy or voting instruction form in advance of the Meeting. **All Shareholders are strongly encouraged to vote prior to the Meeting by any of the means described below.**

Only Shareholders at the close of business on February 6, 2023 (the "**Record Date**") are entitled to notice of and to vote at the Meeting or any adjournments or postponements thereof.

Shareholders may vote in person at the Meeting or any adjournments or postponements thereof, or they may appoint another person (who needs not be a Shareholder) as their proxy to attend and vote in their place.

To be valid, proxy forms must be dated, completed, signed and forwarded to Alliance Trust Company, at 1010, 407 – 2nd Street SW, Calgary, Alberta T2P 2Y3 no later than 10:00 a.m. (Calgary time) on March 6, 2023, or if the Meeting is adjourned or postponed, by 10:00 a.m. (Calgary time) on the second business

day prior to the date on which the Meeting is reconvened. Proxies may also be sent by fax within North America at (403) 237-6181; via email to inquiries@alliancetrust.ca; or by internet at www.alliancetrust.ca/shareholders. You should have this form of proxy in hand when you access the website as you will be prompted to enter your control number.

DATED this 6th day of February, 2023.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "*Stuart M. Olley*" _____
Stuart M. Olley
Chief Executive Officer and Director