

**FIFE CAPITAL CORP.**

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS  
TO BE HELD ON TUESDAY, MAY 31, 2022**

**NOTICE IS HEREBY GIVEN** that the annual general and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (“**Shares**”) of Fife Capital Corp. (“**Fife**” or the “**Company**”) will be held at the Suite 1703, 595 Burrard Street, Vancouver, British Columbia V7X 1J1, at 9:30 a.m. (Vancouver time), on Tuesday, May 31, 2022, for the following purposes:

1. to receive the audited financial statements of the Company for the period from incorporation on September 18, 2020 to July 31, 2021, together with the notes thereto and the auditors’ report thereon;
2. to fix the number of directors to be elected at the Meeting at three (3);
3. to elect the board of directors of the Company (the “**Board**”) to hold office until the next annual meeting of the Shareholders or until their successors are duly elected or appointed;
4. to re-appoint Davidson & Company LLP, Chartered Professional Accountants, of Vancouver, British Columbia as auditors of the Company for the ensuing year at such remuneration as may be fixed by the Board;
5. to ratify and approve the Company's stock option plan (the “**Plan**”) and authorize the directors to make such changes to the Plan as may be required by the TSX Venture Exchange without further Shareholder approval;
6. to transact any other business as may properly be brought before the Meeting or any adjournment(s) or postponement thereof.

The details of all matters proposed to be put before the Shareholders at the Meeting are set forth in the Information Circular of the Company accompanying this Notice of Meeting.

**A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment thereof in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment thereof. To be valid, the proxy must be received by Computershare Investor Services Inc., Attention: Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, not later than forty-eight hours (excluding Saturdays, Sundays and statutory holidays in British Columbia) prior to the Meeting or any adjournment or postponement thereof. Registered Shareholders may also use the Internet ([www.investorvote.com](http://www.investorvote.com)) to vote their Common Shares.**

If you are an unregistered shareholder of the Company and received these materials through your broker or another intermediary, please complete and return the form of proxy or voting instruction form provided to you by such broker or through another intermediary, in accordance with the instructions provided. Late forms of proxy may be accepted or rejected by the Chairman of the Meeting in his sole discretion and the Chairman is under no obligation to accept or reject any particular late form of proxy.

The form of proxy confers discretionary authority with respect to: (i) amendments or variations to the matters of business to be considered at the Meeting; and (ii) other matters that may properly come before the Meeting. As of the date hereof, management of the Company knows of no amendments, variations or other matters to come before the Meeting other than the matters set forth in this Notice of Annual General and Special Meeting. Shareholders who are planning on returning the accompanying form of proxy are encouraged to review the Information Circular carefully before submitting the proxy form.

The record date for determination of the Shareholders entitled to receive notice of and to vote at the Meeting is April 26, 2022 (the “**Record Date**”). Only the Shareholders whose names have been entered in the register of Common Shares on the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting.

**DATED** this 4<sup>th</sup> day of May, 2022.

**BY ORDER OF THE BOARD OF DIRECTORS OF  
FIFECAPITAL CORP.**

(signed) “*A. Murray Sinclair*”

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A. Murray Sinclair  
Chief Executive Officer  
Fife Capital Corp.