



Notice of Special Meeting of Shareholders
December 2, 2021

Notice is hereby given that a special meeting of the holders of common shares (“Common Shares”) of ECN Capital Corp. (the “Corporation”) will be held by way of a live audio webcast at <https://meetnow.global/MP9ZLRU> on December 2, 2021 at 10:00 a.m. (Toronto time) (the “Meeting”) for the following purposes:

1. to consider and, if deemed advisable, approve, with or without variation, a special resolution (the “Stated Capital Reduction Resolution”) in the form set out in Schedule “A” to the accompanying management information circular dated October 29, 2021 (the “Circular”), authorizing and approving a reduction of the stated capital account of the Common Shares by an aggregate amount equal to \$1,010,500,000 pursuant to Section 34(1)(b) of the *Business Corporations Act* (Ontario) for the purposes of distributing such amount to holders of Common Shares by way of a return of capital, all as more particularly described in the Circular; and
2. to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

Please refer to the accompanying Circular and Virtual Meeting User Guide for specific details of the foregoing matters and for access details with respect to the Meeting.

In light of the unprecedented and on-going public health impact of the coronavirus disease 2019 (and variants thereof) and to mitigate risks to the health and safety of our communities, shareholders, employees and other stakeholders, the Corporation will be convening and conducting the Meeting in a virtual-only format (as it has done for its most recent annual meeting of shareholders), which will be conducted via live audio webcast online at <https://meetnow.global/MP9ZLRU>. During the audio webcast, shareholders will be able to listen to the Meeting live, and registered shareholders and duly appointed and registered proxyholders will be able to submit questions and vote while the Meeting is being held. We hope that hosting the Meeting virtually helps enable greater participation by shareholders by allowing shareholders that might not otherwise be able to travel to a physical meeting to attend online, while minimizing the health risk that may be associated with large gatherings. Please refer to the accompanying Circular and Virtual Meeting User Guide for access details with respect to the Meeting.

Shareholders are invited to attend the Meeting. The Circular includes important information about the items to be considered at the Meeting and how to exercise your vote. Registered shareholders and duly appointed and registered proxyholders will be able to virtually attend, participate in and vote at the Meeting at <https://meetnow.global/MP9ZLRU>. Non-registered shareholders who receive this notice of special meeting of shareholders and related materials through their broker, investment dealer, bank, trust company, custodian, nominee or other intermediary, should carefully follow the instructions of their intermediary to ensure that their Common Shares are voted at the Meeting in accordance with such shareholders’ instructions. Please refer to the accompanying Circular and Virtual Meeting User Guide for access details with respect to the Meeting.

Non-registered shareholders (being shareholders who hold their Common Shares through an investment dealer, trust company, custodian, nominee or other intermediary) are advised that voting through a proxyholder at the Meeting will include, as a result of the virtual nature of the Meetings, an additional step of registering proxyholders with the transfer agent of the Corporation, Computershare Investor Services Inc., after submitting their form of proxy or voting instruction form, as applicable. Failure to register the proxyholder with the transfer agent will result in the proxyholder not receiving an “Invitation Code” via email to participate in and vote at the Meeting and only being able to attend as a guest. Non-registered shareholders who have not duly appointed themselves as proxyholder will be able to attend the Meeting as guests but will not be able to vote or submit questions at the Meeting.

If you plan to vote at the Meeting, it is important that you are connected to the internet at all times during such Meeting in order to vote when balloting commences. It is your responsibility to ensure internet connectivity for the duration of the Meeting. You should allow ample time to log in to the Meeting online and complete the check-in procedures.

Shareholders are encouraged to express their vote in advance of their Meeting by completing the form of proxy or voting instruction form provided to them.

The Common Shares represented by properly executed proxies given in favour of the persons named in the form of proxy will be voted at the Meeting in accordance with the instructions indicated thereon. If no instructions are given, the shares represented by properly executed proxies given in favour of the persons named in the form of proxy will be voted **FOR** the Stated Capital Reduction Resolution, as further described in the Circular.

If you have any questions regarding the forms, please contact your broker or intermediary or the Corporation’s strategic shareholder advisor and proxy solicitation agent, Kingsdale Advisors, at 1-855-682-4840 (toll free in North America), or at 1-416-867-2272 (collect outside North America), or by email at contactus@kingsdaleadvisors.com.

Your proxy or voting instruction form must be received not later than November 30, 2021 at 10:00 a.m. (Toronto time), or in the case of any adjournment or postponement of the Meeting, not less than 48 hours, Saturdays, Sundays and holidays excepted, prior to the time of the adjournment or postponement.

DATED the 29th day of October, 2021.

By Order of the Board of Directors
Mary Beth Koenig
*Chief Legal Officer, General Counsel and
Corporate Secretary*