



## NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that the annual and special meeting (the "**Meeting**") of the shareholders (the "**Shareholders**") of Carbeeza Inc. (the "**Corporation**") will be held at the offices of McLeod Law LLP, 500-707-5<sup>th</sup> Street SW, Calgary, Alberta, T2P 1V8 at 10:00 a.m. (Mountain Standard Time), on September 27, 2022 for the following purposes:

1. to receive the audited financial statements of the Corporation, together with the auditor's report thereon, for the fiscal year ended December 31, 2021;
2. to fix the board of directors of the Corporation (the "**Board**") to be elected at the Meeting at six (6) members and to elect the Board of the Corporation for the ensuing year;
3. to consider and, if thought appropriate, to pass, with or without variation, an ordinary resolution approving the reappointment of MNP LLP, Chartered Accountants, as the Corporation's auditor for the ensuing year and to authorize the Board to fix the auditor's remuneration;
4. To consider, and if thought appropriate, to approve, with or without variation, an ordinary resolution, as more particularly set forth in the accompanying Information Circular, relating to the adoption of the stock option plan of the Corporation (the "**Equity Incentive Plan**"); and
5. to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

The directors of the Corporation have fixed August 18, 2022 (the "**Record Date**") as the record date for the determination of Shareholders entitled to receive notice of the Meeting

The Corporation has elected to use the notice-and-access provisions under National Instrument 54-101 and National Instrument 51-102 (the "**Notice-and-Access Provisions**") for the Meeting. The Notice-and-Access provisions are a relatively new set of rules developed by the Canadian Securities Administrators that reduce the volume of materials that must be physically mailed to Shareholders by allowing the Corporation to post the Information Circular and any additional materials online. Shareholders will still receive this Notice of Meeting and a form of proxy and may choose to receive a paper copy of the Information Circular. The Corporation will not use the procedure known as 'stratification' in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the Information Circular to some shareholders with this notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Information Circular.

Please review the Information Circular carefully and in full prior to voting as the Information Circular has been prepared to help you make an informed decision on the matters to be acted upon. The Information Circular is available on the Corporation's website at:

[www.carbeeza.com](http://www.carbeeza.com)

and under the Corporation's profile on SEDAR at [www.sedar.com](http://www.sedar.com). Any shareholder who wishes to receive a paper copy of this Circular should contact the Corporation at 1-855-216-8802, or by facsimile to 780-444-6355 or by email to [investorrelations@carbeeza.com](mailto:investorrelations@carbeeza.com). Shareholders may also use the toll-free number noted above to obtain additional information about the Notice-and-Access Provisions.

Shareholders as of the Record Date are entitled to vote their Common Shares except to the extent that they have transferred the ownership of any of their Common Shares after the Record Date. The transferee of those Common Shares must produce properly endorsed share certificates or otherwise establish that he or she owns the Common Shares and request, not later than 10 days before the date of the Meeting, to be included in the list of Shareholders eligible to vote at the Meeting, in which case such transferee will be entitled to vote those Common Shares at the Meeting

DATED at Calgary, Alberta, this 18<sup>th</sup> day of August, 2022.

**BY ORDER OF THE BOARD OF CARBEEZA  
INC.**

*"Sandro Antoni Torrieri"*

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**Sandro Antoni Torrieri  
Chief Executive Officer**