



FAX CAPITAL CORP.
TD Tower West
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Toronto, ON
M5K 1H1
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NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN of the 2021 annual general and special meeting (the “**Meeting**”) of shareholders (the “**Shareholders**”) of FAX Capital Corp. (the “**Company**”).

Date: May 19, 2021

Time: 2:00 p.m. (Toronto time)

Place: <https://web.lumiagm.com/295874043> (password: “faxcapital2021**”)**

The Meeting will be held for the purposes of:

- (1) receiving and considering the audited financial statements of the Company for the fiscal year ended December 31, 2020, together with a report of the auditors thereon;
- (2) electing directors for the Company for the ensuing year;
- (3) re-appointing the auditors, Deloitte LLP, and authorizing the board of directors of the Company (the “**Board**”) to set their remuneration;
- (4) considering and, if thought advisable, approving, with or without variation, an ordinary resolution of the Shareholders, the full text of which is attached as Schedule “A” to the management information circular of the Company dated April 12, 2021 (the “**Circular**”), confirming certain amendments to the amended and restated voluntary measures by-law of the Company, as more particularly described in the Circular; and
- (5) transacting such further and other business as may properly come before the Meeting or any adjournment or postponement thereof.

Virtual Meeting

The Company is conducting the Meeting as a virtual meeting of shareholders. There will be no in-person component to the Meeting. Registered Shareholders (as defined in the Circular under the heading “*Section I – Voting Information*”) and duly appointed proxyholders can attend the Meeting at <https://web.lumiagm.com/295874043> by using password: “**faxcapital2021**” where they can participate, vote, or submit questions during the Meeting’s live audiocast.

The specific details of the matters to be put before the Meeting, as identified above, are set forth in the Circular accompanying this notice of meeting. Registered Shareholders who are unable to attend the Meeting are requested to complete, sign, date and return to Computershare Investor Services Inc., the

transfer agent and registrar of the Company, the enclosed form of proxy or follow the instructions provided on the form of proxy to vote by telephone or internet. To be effective, a form of proxy must be received by 2:00 p.m. (Toronto time) on May 17, 2021, or in the case of any adjournment or postponement of the Meeting, not less than 48 hours prior to the time of such meeting. The address to which you should submit the form of proxy is:

Computershare Investor Services Inc.
100 University Avenue, 8th Floor
Toronto, Ontario
M5J 2Y1

Beneficial Shareholders (as defined in the Circular under the heading “*Section I – Voting Information*”) who receive these materials through their broker or other intermediary should carefully follow the instructions provided by their broker or intermediary.

No In-Person Attendance

In light of ongoing concerns related to the spread of COVID-19 and in order to mitigate potential risks to the health and safety of its Shareholders, employees, communities and other stakeholders, the Company is conducting the Meeting entirely online in a format whereby Registered Shareholders and duly appointed proxyholders may attend and participate in the Meeting virtually via live audiocast. As such, there will be no in-person component to the Meeting and Shareholders who wish to attend the Meeting must do so in accordance with the directions set out in the Circular under the heading “*Section I – Voting Information*”.

The Board has fixed the close of business on April 14, 2021 as the record date for the determination of the Shareholders entitled to receive notice of and vote at the Meeting or any adjournment or postponement thereof. Unless specified otherwise, all information contained herein is as of March 31, 2021.

DATED this 12th day of April, 2021.

BY ORDER OF THE BOARD

“Blair Driscoll”

Blair Driscoll
Director and Chief Executive Officer

“Edward Merchand”

Edward Merchand
Chief Financial Officer