



**FAX CAPITAL CORP.**  
100 Wellington St. W.  
Suite 2110, PO Box 151  
Toronto, ON  
M5K 1H1  
Tel: 416 364-8788

## **NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** of the 2020 annual general and special meeting (the “**Meeting**”) of shareholders (the “**Shareholders**”) of FAX Capital Corp. (the “**Company**”).

**Date: June 25, 2020**

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

**Place: <https://web.lumiagm.com/219260886> (password: “fax2020”) and at the offices of Norton Rose Fulbright Canada LLP, 222 Bay Street, Suite 3000, Toronto, Ontario, M5K 1E7**

The Meeting will be held for the purposes of:

- (1) receiving and considering the audited consolidated financial statements of the Company for the fiscal year ended December 31, 2019, 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 May 15, 2020 (the “**Circular**”), confirming certain amendments to the 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.

### **Hybrid Meeting**

The Company is conducting the Meeting as a hybrid meeting. This allows participation both online and in person. Registered Shareholders (as defined in the Circular under the heading “*Section 1 – Voting Information*”) and duly appointed proxyholders can attend the Meeting in person at the offices of Norton Rose Fulbright Canada LLP located at 222 Bay Street, Suite 3000, Toronto, Ontario, M5K 1E7 or online at <https://web.lumiagm.com/219260886> by using password: “fax2020” 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 in person or online 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. To be effective, a proxy must be received by 2:00 p.m. (Toronto time) on June 23, 2020, 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, 8<sup>th</sup> 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.

### **Cautionary Note on 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 providing facilities to allow Shareholders to participate in a format whereby Registered Shareholders and duly appointed proxyholders may attend and participate in the Meeting virtually via live audiocast. The Company may be required to strictly enforce provisions of corporate law that only entitle Registered Shareholders and duly appointed proxyholders to attend the Meeting in person and reserves the right to restrict in person attendance at the Meeting depending on available health and safety information at the time of the Meeting and make such arrangements as are deemed prudent or necessary under the circumstances. As such, the Company cautions that circumstances surrounding the COVID-19 pandemic may require the Company to reconsider its approach, including by possibly changing the format of the Meeting to a virtual-only format.

The Company welcomes all Shareholders and others who wish to attend the Meeting to do so by joining the virtual audiocast and not to attend the Meeting in person. The ability of Registered Shareholders and others to attend the Meeting in person is also subject to any governmental orders applicable at the time of the Meeting which might prevent or restrict Shareholders and others from attending in person. The Company will promptly notify Shareholders with respect to any changes to the format of the Meeting by issuing a news release and filing the news release on the System for Electronic Document Analysis and Retrieval (SEDAR) at [www.sedar.com](http://www.sedar.com) under the Company’s profile.

**The Board has fixed the close of business on May 21, 2020 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 May 14, 2020.**

DATED this 15<sup>th</sup> day of May, 2020.

### **BY ORDER OF THE BOARD**

*“Blair Driscoll”*

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Blair Driscoll  
Director and Chief Executive Officer

*“Edward Merchand”*

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Edward Merchand  
Chief Financial Officer