

**LIQUID META CAPITAL HOLDINGS LTD.**

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS  
TO BE HELD ON APRIL 27, 2023**

**TAKE NOTICE THAT** a special meeting (the “**Meeting**”) of the shareholders of Liquid Meta Capital Holdings Ltd. (“**Liquid Meta**” or the “**Corporation**”) will be held on Thursday, April 27, 2023 at 10:00 a.m. (Toronto time) at 121 Richmond Street West, Suite 1300, Toronto, Ontario M5H 2K1 and broadcast via teleconference (listen only) at (647) 558-0588 (Canada) or (929) 205-6099 (US) (conference room number 862 6335 8999) 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 March 27, 2023 (the “**Circular**”), authorizing and approving a reduction of the stated capital account of the common shares of the Corporation (the “**Shares**”) by an aggregate amount equal to \$10,767,449.20 pursuant to Section 74 of the *Business Corporations Act* (British Columbia) for the purposes of distributing such amount to holders of 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 be properly brought before the Meeting or any adjournment thereof.

Information relating to the items described above is set forth in the accompanying Circular. Only shareholders of record as of March 28, 2023, the record date, are entitled to receive notice of and to vote at the Meeting. Only shareholders whose names have been entered in the registers of shareholders on the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting.

A shareholder who is unable to attend the Meeting in person and who wishes to ensure that such shareholder’s shares will be voted at the Meeting is requested to complete, date and execute the enclosed form of proxy and deliver it by facsimile, by hand or by mail in accordance with the instructions set out in the form of proxy and in the Circular.

If you are a non-registered shareholder (being shareholders who hold their shares through a securities dealer or broker, bank, trust company or trustee, custodian, nominee or other intermediary) and a non-objecting beneficial owner, and receive a voting instruction form, please complete and return the voting instruction form provided to you in accordance with the instructions provided with the voting instruction form and in the Circular. If you are a beneficial shareholder and an objecting beneficial owner and have received these materials through your broker or through another intermediary, please complete and return the voting instruction form provided to you by your broker or other intermediary in accordance with the instructions provided therein.

The Corporation is offering an option for shareholders to listen to the Meeting by teleconference (listen only) at (647) 558-0588 (Canada) or (929) 205-6099 (US) (conference room number 862 6335 8999). Via teleconference, guests will be able to listen to the Meeting but will not be able to vote or ask questions. **If you intend to listen to the Meeting via teleconference, you must vote on the matters prior to the Meeting by proxy, appointing the person designated in the proxy form or voting instruction form. You will find important information and detailed instructions about how to participate in the Meeting in the Circular.**

It is desirable that as many Shares as possible be represented at the Meeting. You are encouraged to complete the enclosed form of proxy and return it as soon as possible in the envelope provided for that purpose. To be valid, all forms of proxy must be delivered to the Proxy Department of Odyssey Trust Company, 702-67 Yonge St., Toronto, Ontario M5E 1J8 no later than 10:00 a.m. (Toronto time) on April 25, 2023 or at least 48 hours, excluding Saturdays, Sundays and statutory holidays, before any adjournment or postponement of the Meeting. Late forms of proxy may be accepted or rejected by the chair of the Meeting in his or her discretion, but he or she is under no obligation to accept or reject any particular late forms of proxy. As an alternative to completing and submitting a form of proxy or voting instruction form, you may vote electronically on the internet at <http://login.odysseytrust.com/pxlogin>. Shareholders who wish to vote using the internet should follow the instructions in the enclosed form of proxy or voting instruction form.

DATED at Toronto, Ontario this 27<sup>th</sup> day of March, 2023.

**By Order of the Board of Directors**

(signed) “Jonathan Wiesblatt”

Jonathan Wiesblatt

Chief Executive Officer, President and Director