



## STRATEGEM CAPITAL CORPORATION

210 - 240 11 Ave. SW

Calgary, Alberta Canada T2R 0C3

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

**NOTICE** is hereby given that an annual general and special meeting of the shareholders (the “Shareholders”) of Strategem Capital Corporation (the “Company”) will be held at Suite 1500 – 1055 West Georgia Street, Vancouver, British Columbia, Canada on Wednesday, July 13, 2022, at 10 o’clock a.m. (Pacific Time (the “Meeting”).

**Due to ongoing concerns related to the current coronavirus pandemic (“COVID-19”), and in order to mitigate potential risks to the health and safety of the Company’s shareholders, employees and other stakeholders, shareholders are encouraged not to attend the Meeting in person. The Company is offering Shareholders the option to listen and participate (but not vote) at the Meeting in real time by conference call as follows:**

#### **Dial by your location**

Canada Toll Free:	1-855-244-8677
Canada Toll:	1-416-915-6530
US Toll Free:	1-855-282-6330
US Toll:	1-415-655-0002
Access Code:	95400309

Shareholders who intend to attend the meeting via telephone conference must **submit votes by Proxy ahead of the proxy deadline of 10 o’clock a.m. (Pacific Time) on Monday, July 11, 2022.** Attendance by telephone conference allows Shareholders to listen to, but not to vote at, the Meeting.

#### **Purpose of the Meeting**

The Meeting is to be held for the following purposes:

1. to table the consolidated audited financial statements of the Company for the years ended December 31, 2021 and December 31, 2020, the report of the auditor thereon and the related management discussion and analysis;
2. to fix the number of directors at five (5);
3. to elect directors of the Company for the ensuing year;
4. to appoint DeVisser Gray LLP, Chartered Professional Accountants, as auditors of the Company for the ensuing year; and
5. to pass by ordinary resolution to ratify, confirm and approve the Company’s new form Share Option Plan, as more particularly set out in the accompanying Information Circular.

No other matters are contemplated for presentation to the Meeting, however any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting. No other matters are contemplated, however any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

Copies of the audited financial statements for the fiscal year ended December 31, 2021, the report of the auditor thereon, and the related management discussion and analysis will be made available at the Meeting and are available at [www.sedar.com](http://www.sedar.com) under the Company's profile.

**Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of Proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of Proxy and in the Information Circular.**

**Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of Proxy and in the Information Circular to ensure that such shareholder's shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.**

**Note of Caution Concerning COVID-19**

At the date hereof the Company intends to hold the Meeting at the location stated in this Notice of Meeting. However, due to potential unforeseen changes in the ongoing coronavirus COVID-19 outbreak ("COVID-19"), we recommend all shareholders submit votes by sending in a properly completed and signed form of proxy (or voting instruction form) prior to the Meeting following instructions in the Information Circular. The Company reserves the right to take pre-cautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to changes in COVID-19 including: change of Meeting date, change of Meeting venue or the way in which the Meeting is held, for example by virtual meeting. Should any changes to the Meeting occur, the Company will announce any and all changes by way of news release filed under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com). Please check the Company's SEDAR profile prior to the Meeting for the most current information. In the event of changes to the Meeting format due to COVID-19, the Company will not prepare or mail amended Meeting Proxy Materials.

**DATED** at Calgary, Alberta, June 8, 2022.

**ON BEHALF OF THE BOARD**

*"Jo-Anne O'Connor"*

**Jo-Anne O'Connor**  
**Chief Executive Officer and President**