



STRATEGEM CAPITAL CORPORATION

210 - 240 11 Ave. SW

Calgary, Alberta Canada T2R 0C3

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NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE is hereby given that an annual general 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, June 12, 2024, at 10 o’clock a.m. (Pacific Time (the “Meeting”).

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

We recommend all shareholders submit votes by sending in a properly completed and signed form of proxy (“Proxy”) or voting instruction form (“VIF”) prior to the Meeting following the instructions in the accompanying Information Circular (the “Circular”). At the date hereof the Company intends to hold the Meeting at the location stated in this Notice. Should any changes to the Meeting occur, the Company will announce any and all changes by way of news release filed on SEDAR+ under the Company’s corporate profile at www.sedarplus.ca. Please check the Company’s SEDAR+ corporate profile prior to the Meeting for the most current information. In the event of changes to the Meeting format, the Company will not prepare or mail amended Meeting materials.

Shareholders who intend to attend the meeting via telephone conference must **submit votes by Proxy ahead of the proxy deadline of 10:00 a.m. (Pacific Time) on Monday, June 10, 2024.**

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, 2023 and December 31, 2022, 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 an ordinary resolution to ratify, confirm and approve the Company’s Share Option Plan, as Amended, and for continuation, as described 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 consolidated audited financial statements for the fiscal year ended December 31, 2023 and December 31, 2022, the report of the auditor thereon, and the related management discussion and analysis will be made available at the Meeting and are available under the Company's corporate profile at www.sedarplus.ca.

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.

DATED at Calgary, Alberta, May 10, 2024.

ON BEHALF OF THE BOARD

“Jo-Anne O’Connor”

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