



NOTICE OF SPECIAL AND ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the a special and annual general meeting (the “**Meeting**”) of holders (“**Shareholders**”) of common shares (“**Eureka93 Shares**”) in the capital of **Eureka 93 Inc.** (the “**Corporation**”) will be held at the 79 Wellington St. W., 33rd Floor, TD South Tower, Toronto, Ontario, M5K 1N2 on Wednesday, July 17, 2019 at 10:00 a.m. (Eastern Time), for the following purposes:

1. to table the audited consolidated financial statements of the Corporation for the fiscal year ended December 31, 2018, together with the report of the auditors thereon and the related management discussion and analysis;
2. to fix the number of directors of the Corporation to be elected at six (6);
3. to elect the directors of the Corporation who will serve until the end of the next annual shareholder meeting or until their successors are appointed;
4. to appoint the MNP SENCRL LLP, Chartered Professional Accountants, as auditor of the Corporation for the ensuing year and to authorize the directors to fix their remuneration;
5. to ratify an amendment to the Corporation’s existing stock option plan;
6. to approve a new stock option plan of the Corporation; and
7. to transact such further and other business as may properly be brought before the Meeting or any adjournment or postponement thereof.

The Information Circular accompanies and forms part of 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.

The board of directors of the Corporation has fixed June 10, 2019 as the record date (the “**Record Date**”) for the Meeting. Shareholders of record on the Corporation’s books at the close of business on June 10, 2019 are entitled to attend and vote at the Meeting or at any postponement or adjournment thereof. Each Eureka93 Share is entitled to one vote.

Copies of the audited consolidated financial statements of the Corporation for the fiscal year ended December 31, 2018, together with the report of the auditors thereon accompany this Notice. Copies of the management’s discussion and analysis related to the audited consolidated financial statements of the Corporation for the fiscal year ended December 31, 2018 will be available at the Meeting. More detail regarding the amendment to the existing stock option plan and the proposed new stock option plan is available in the Information Circular.

If you are a registered Shareholder and are unable to attend the Meeting in person, please 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.

If you are not a registered Shareholder and receive these materials through your broker or through another intermediary, please complete and return the form of proxy in accordance with the instructions provided to you by your broker or by the other intermediary. If you hold your Eureka93 Shares in a brokerage account, you are not a registered Shareholder.

DATED at Toronto, Ontario, June 25, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "*David Rendimonti*"

David Rendimonti
Chief Executive Officer and Director