

## STAGE HOLDCO LTD.

### NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

**TAKE NOTICE** that the annual and special meeting (the "**Meeting**") of the shareholders of **STAGE HOLDCO LTD.** (the "**Company**") will be held at the offices of Macdonald Tuskey, 409 - 221 West Esplanade, North Vancouver, British Columbia, on June 17, 2020, at 2:00 p.m. (Vancouver time) for the following purposes:

1. to receive the audited consolidated financial statements of the Company for the financial year ended December 31, 2019 and the period from incorporation to December 31, 2018, together with the auditor's report thereon;
2. to elect directors of the Company for the ensuing year;
3. to appoint the auditor of the Company for the ensuing year, at such remuneration as may be determined by the directors;
4. to consider, and if deemed fit, pass a special resolution (the full text of which is set out in the accompanying information circular of the Company dated May 8, 2020) approving amendments to the Company's articles of incorporation to effect a 100-to-1 consolidation of the outstanding Class A common shares of the Company; and
5. to transact such other business as may properly come before the Meeting.

More detailed information regarding the matters proposed to be placed before the Meeting is set forth in the accompanying information circular of the Company dated May 8, 2020 (together with this Notice of Meeting, the "**Circular**").

As of this date, the Company intends to proceed with the Meeting but limit in-person attendance in light of public health directives and recommendations relating to the ongoing coronavirus (COVID-19) pandemic and efforts to reduce its spread, including restrictions on in-person gatherings of any size, which continue to be strongly discouraged, and physical distancing requirements, and overarching concern for the wellbeing of shareholders, directors, their families and others. At a minimum, only registered shareholders or their duly appointed proxyholders will be permitted to attend the Meeting. The Company reserves the right, however, to take any such additional precautionary measures in relation to the Meeting as it considers necessary or advisable in response to further COVID-19 related public health developments, which could include changing the location of the Meeting, hosting the Meeting by means of remote communication only, placing further restrictions on in-person attendance, or postponing or adjourning the Meeting. Any such changes to the Meeting location, date or format will be announced by way of news release, and a copy thereof (if any) will be filed under the Company's issuer profile on SEDAR at [www.sedar.com](http://www.sedar.com) and also posted at [www.asi-accounting.com](http://www.asi-accounting.com). Please monitor any such news release for updates, and check the website prior to the Meeting date for the most current information. The Company does not intend to prepare or mail supplementary meeting materials in the event of changes to the Meeting location, date or format. **To mitigate health and safety risks, the Company strongly discourages shareholders from attempting physical attendance at the Meeting, accommodation for which cannot be guaranteed at this time, and asks that all shareholders instead vote by proxy in advance of the Meeting.**

Only shareholders of record at the close of business on May 5, 2020 are entitled to receive notice of and to attend and vote at the Meeting or any adjournment thereof, except that a shareholder (including a person who did not hold any shares on May 5, 2020) may vote shares transferred to it after that date if the shareholder produces properly endorsed share certificates evidencing the transfer or otherwise establishes that it owns the transferred shares, and demands, not later than 10 days before the Meeting, that the transferee's name be included before the Meeting in the list of shareholders eligible to vote.

If you are a registered shareholder, you may participate in the Meeting in person or be represented at the Meeting by proxy. Again, however, in light of COVID-19 related assembly restrictions, shareholders are urged to avoid in-person attendance and instead vote by proxy before the Meeting – by dating and signing the enclosed form of proxy and returning it, or another acceptable instrument of proxy, or otherwise providing their proxy voting instructions, as more particularly described in the Circular (and, in the case of non-registered shareholders, in accordance with voting instructions received from the intermediaries through which they hold their shares).

**A proxy will not be effective for the Meeting or any adjournment thereof unless completed and received by the Company's registrar and transfer agent, Computershare Trust Company of Canada, at least 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time of the Meeting or adjournment.** Completed proxies may be delivered to Computershare Trust Company of Canada by mail, fax or hand delivery, at 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, fax (416) 263-9524 (Attention: Proxy Department). Registered shareholders may also give their proxy voting instructions by telephone at 1-866-732-VOTE (8683) or through the internet at [www.investorvote.com](http://www.investorvote.com) using the 15-digit control number found on their personalized form of proxy enclosed with the Circular. **A person appointed as proxyholder need not be a shareholder.**

As noted in the Circular and described in the notice-and-access notification sent to beneficial holders of shares, the Company elected to distribute the Circular to beneficial shareholders through electronic access, as permitted by applicable securities laws, by posting the Circular on the internet at [www.asi-accounting.com](http://www.asi-accounting.com). The Circular will remain on this website for one year thereafter and will also be available under the Company's issuer profile on SEDAR at [www.sedar.com](http://www.sedar.com). A paper copy of the Circular will be sent to registered shareholders in accordance with corporate law requirements.

DATED at Vancouver, British Columbia, this 8th day of May, 2020.

**BY ORDER OF THE BOARD OF DIRECTORS**

*(signed) "Garth Braun"*

Garth Braun  
Director  
Stage Holdco Ltd.