

STAGE CAPITAL CORP.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the annual general and special meeting (the "**Meeting**") of the shareholders of **STAGE CAPITAL CORP.** (the "**Company**") will be held at Suite 250, 750 West Pender Street, Vancouver, British Columbia, on Thursday, August 7, 2025, at 11:00 a.m. (Vancouver time) for the following purposes:

1. to receive the audited financial statements of the Company for the financial year ended December 31, 2024, together with the auditor's report thereon;
2. to set the number of directors to be elected at the Meeting at five (5) and 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; and
4. to consider, and if thought fit, to pass an ordinary resolution, to ratify and approve adoption of the Company's 10% rolling stock option plan, as more particularly described in the accompanying information circular; 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 June 27, 2025 (together with this Notice of Meeting, the "**Information Circular**").

Only shareholders of record at the close of business on June 27 2025 (the "**Record Date**") 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 the Record Date) 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 of the Company and are unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company's transfer agent. **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 using the 15-digit control number found on their personalized form of proxy enclosed with the Information Circular. **A person appointed as proxyholder need not be a shareholder.**

As noted in the Information Circular and described in the notice-and-access notification sent to beneficial holders of shares, the Company elected to distribute the Information Circular to beneficial shareholders through electronic access, as permitted by applicable securities laws, by posting the Information Circular on the internet at www.asi-accounting.com. The Information 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.sedarplus.ca. A paper copy of the Information Circular will be sent to registered shareholders in accordance with corporate law requirements.

DATED at Vancouver, British Columbia, this 27th day of June, 2025.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) Garth Braun

Garth Braun, Director
Stage Capital Corp.