

**ORECAP INVEST CORP.**  
**NOTICE-AND-ACCESS NOTICE**

In respect of the Annual General and Special Meeting (the “**Meeting**”) of shareholders (the “**Shareholders**”) of Orecap Invest Corp. (the “**Company**”) to be held at Suite 1805, 55 University Avenue, Toronto, ON M5J 2H7 at 10:30 A.M. (Eastern time) on Thursday July 18, 2024 for the following purposes:

1. to receive the audited financial statements of the Company for the fiscal years ended October 31, 2023 and 2022, together with the auditors' report thereon;
2. to fix the number of directors at four (4) for the ensuing year;
3. to elect directors for the ensuing year as described in the information circular accompanying this Notice (the “**Information Circular**”);
4. to appoint MNP LLP as the Company's auditors for the ensuing fiscal year at a remuneration to be fixed by the directors;
5. to consider, and if thought fit, approve an ordinary resolution, the full text of which is set forth in the Information Circular, relating to the re-approval of the stock option plan of the Company; and
6. to transact such further or other business as may properly come before the Meeting and any adjournments thereof.

**Notice-and-access**

This Notice of Meeting is prepared under the notice-and-access rules under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*. Notice-and-access is a set of rules intended to reduce the volume of materials that must be physically mailed to shareholders by allowing issuers to post the Information Circular and additional materials online. Materials may be delivered electronically to shareholders. Please call the Company at 416.644.1567 if you have any questions about notice-and-access.

**Accessing Meeting Materials**

The Meeting materials can be viewed online under the Company's profile at [www.sedarplus.ca](http://www.sedarplus.ca) or at [www.orecap.ca](http://www.orecap.ca).

**Requesting Printed Meeting Materials**

Shareholders can request that printed copies of the Meeting materials be sent to them by postal delivery at **no cost to them** up to one (1) year from the date the Information Circular was filed on SEDAR+. Shareholders may make their request **without charge** by calling 416.644.1567 or by sending an email to [info@oregroup.ca](mailto:info@oregroup.ca).

**Voting by Proxy**

*Registered holders:* If you are not attending the Meeting, you can submit your proxy as follows:

By Mail: Sign, date and return the enclosed proxy to Computershare Trust Company of Canada (“Computershare”) at 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, Attention: Proxy Department.

By Telephone: Call +1(866) 732-VOTE (8683) and follow the prompts.

On the Internet: Go to [www.investorvote.com](http://www.investorvote.com) and follow the instructions.

To be effective, a proxy must be received not later than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the time set for the Meeting or any adjournment thereof.

*Non-registered holders:* If you are not attending the meeting, use the voting information form (“**VIF**”) provided by your intermediary (bank, trust company or broker) and return it as early as practicable to ensure that it is transmitted on time (see the VIF for details). It must be received by your intermediary with sufficient time for them to file a proxy with Computershare not later than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the time set for the Meeting or any adjournment thereof by the deadline noted above.

*Voting in Person:* For registered holders, if you plan to attend the meeting, you must register with Computershare when you arrive at the meeting to have voting rights at the meeting. For non-registered holders, if you plan to attend the meeting, you must appoint yourself in the space provided in the VIF and register with Computershare when you arrive at the meeting to have voting rights at the meeting.