

VALDY INVESTMENTS LTD.

#902 – 510 Burrard Street

Vancouver, BC V6C 3A8

Telephone: (604) 685-0201

NOTICE OF SPECIAL MEETING

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the special meeting (the “**Meeting**”) of shareholders of Valdy Investments Ltd. (the “**Company**”) will be held at the offices of Clark Wilson LLP, 900 – 885 West Georgia Street, Vancouver, BC, on Friday, March 12, 2021, at the hour of 10:00 a.m. (Vancouver time) for the following purposes:

1. to consider, and if deemed appropriate, to pass an ordinary resolution of disinterested shareholders, approving certain amendments to the Company’s Stock Option Plan in accordance with certain changes to Policy 2.4 – Capital Pool Companies (“**Policy 2.4**”), as more particularly described in the Information Circular;
2. to consider, and if deemed appropriate, to pass an ordinary resolution of disinterested shareholders, removing the consequences associated with the Company not completing a Qualifying Transaction within 24 months of its listing date in accordance with certain changes to Policy 2.4, as more particularly described in the Information Circular;
3. to consider, and if deemed appropriate, to pass an ordinary resolution of disinterested shareholders, approving the Company making certain amendments to the Company’s escrow agreement in accordance with certain changes to Policy 2.4, as more particularly described in the Information Circular;
4. to consider, and if deemed appropriate, to pass an ordinary resolution of disinterested shareholders, approving the Company increasing the length of the term of the outstanding Agent’s options from two years to five years in accordance with certain changes to Policy 2.4, as more particularly described in the Information Circular;
5. to consider, and if deemed appropriate, to pass an ordinary resolution of disinterested shareholders, approving the Company permitting the payment of any finder’s fee or commission to a Non-Arm’s Length Party (as that term is defined in Policy 2.4) to the Company upon Completion of the Qualifying Transaction (as that term is defined in Policy 2.4) in accordance with certain changes to Policy 2.4, as more particularly described in the Information Circular; and
6. to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

The Company’s board of directors has fixed February 2, 2021 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please vote by proxy by following the instructions provided in the form of proxy at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof.

In view of the current and rapidly evolving COVID-19 outbreak, the Company encourages Shareholders not to attend the Meeting in person. No more than 10 persons will be permitted to attend in person at the in-person location for the Meeting. The Company may take additional precautionary measures in relation to the Meeting in response to further developments in the COVID-19 outbreak. As always, the Company encourages Shareholders to vote prior to the Meeting.

Any person who intends to attend the Meeting in person must register with the Company's corporate secretary at least 72 hours in advance and receive approval, by calling Johnny Ciampi at 604.685.0201 or by email at johnny@maxamcapitalcorp.com.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a retirement savings plan, retirement income fund, education savings plan or other similar savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing, that holds your securities on your behalf (an "Intermediary"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, this 9th day of February, 2021.

By Order of the Board of Directors of

VALDY INVESTMENTS LTD.

"James Decker"

James Decker

Chief Executive Officer and Director