



**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON JUNE 26, 2018**

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the "**Meeting**") of the holders ("**Shareholders**") of common shares of Dealnet Capital Corp. ("**Dealnet**" or the "**Corporation**") will be held at the offices of Gardiner Roberts LLP, Adelaide Centre, East Tower, 22 Adelaide Street West, Suite 3600, Toronto ON M5H 4E3 on June 26, 2018 at 8:00am (Toronto time), for the following purposes:

1. to receive the consolidated financial statements of the Corporation for the year ended December 31, 2017, together with the report of the auditors thereon and related management's discussion and analysis;
2. to elect directors of the Corporation;
3. to appoint auditors and to authorize the directors to fix the auditors' remuneration;
4. to consider and, if deemed advisable, to approve the rolling omnibus plan of the Corporation (a copy of which is set out in Schedule "A" to the accompanying Information Circular);
5. to consider and, if deemed advisable, to approve the shareholder rights plan of the Corporation (a summary of key terms of which is set out in Schedule "B" to the accompanying Information Circular); and
6. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the Information Circular under the section "*Matters to be Acted Upon*" and at: www.dealnetcapital.com/2018AGM/.

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting is May 14, 2018 (the "**Record Date**"). Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date are entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof.

Notice-and-Access

The Corporation is using the notice-and-access mechanism (the "**Notice-and-Access Provisions**") under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 – *Continuous Disclosure Obligations*, for distribution of Meeting materials to registered and beneficial Shareholders.

Website Where Meeting Materials are Posted

The Notice-and-Access Provisions allow reporting issuers to post electronic versions of proxy-related materials, such as the Information Circular, financial statements of the Corporation for the year ended December 31, 2017 ("**Financial Statements**") and management's discussion and analysis of the Corporation's results of operations and financial condition for 2017 ("**MD&A**") (collectively, the "**Proxy-Related Materials**") online, via the System for Electronic Document Analysis and Retrieval ("**SEDAR**") and one other website, rather than mailing paper copies of such materials to Shareholders. Electronic copies of the Information Circular, the Financial Statements and the MD&A may be found on the Corporation's SEDAR profile at www.sedar.com and also on the Corporation's website at www.dealnetcapital.com/2018AGM/. The Corporation will not use procedures known as "stratification" in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a

paper copy of the Information Circular to some Shareholders with this notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Information Circular nor the Financial Statements. Shareholders are reminded to review the Information Circular prior to voting.

Obtaining Paper Copies of Materials

The Corporation anticipates that using the Notice-and-Access Provisions for delivery to all Shareholders will directly benefit the Corporation through a substantial reduction in both postage and material costs, and also promote environmental responsibility by decreasing the large volume of paper documents generated by printing Proxy-Related Materials. Shareholders with questions about notice-and-access can call the Corporation's transfer agent, Capital Transfer Agency ("**Capital**") at 390 Bay Street, Suite 920, Toronto, Ontario, M5H 2Y2, toll-free at 1-844-499-4482. Shareholders may also obtain paper copies of the Proxy Related Materials free of charge by contacting Capital toll-free at 1-844-499-4482 or upon request to the Corporation's Corporate Secretary.

A request for paper copies which are required in advance of the Meeting should be sent so that they are received by the Corporation or Capital as applicable, by June 8, 2018 in order to allow sufficient time for Shareholders to receive the paper copies and to return their proxies or voting instruction forms to intermediaries before June 22, 2018, at 8:00 a.m. local time, being the date that is not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof.

Voting

All Shareholders are invited to attend the Meeting and may attend in person or may be represented by proxy.

FORM OF PROXY FOR REGISTERED SHAREHOLDERS

Completed proxies for Registered Shareholders must be returned to Capital, the Corporation's transfer agent: (i) by mail to Capital Transfer Agency at 390 Bay Street, Suite 920, Toronto, Ontario, M5H 2Y2; (ii) by facsimile at 416-350-5008; (iii) by email to info@capitaltransferagency.com; or (iv) by internet at www.capitaltransferagency.com, by 8:00 am (Eastern time) June 22, 2018 or not less than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) before the time any adjourned Meeting is reconvened or any postponed Meeting is convened (the "**Proxy Deadline**").

VOTING INSTRUCTION FORMS FOR NON-REGISTERED SHAREHOLDERS

Non-Registered Shareholders, who have not waived the right to receive the Proxy-Related Materials will either: (i) receive a voting instruction form; or (ii) be given a proxy, which has already been signed by the intermediary (typically by a facsimile, stamped signature) which is restricted to the number of Common Shares beneficially owned by the Non-Registered Shareholder but which is otherwise not completed.

Non-Registered Shareholders should carefully follow the instructions that accompany the voting instruction form or the proxy, including those indicating when and where the voting instruction form or the proxy is to be delivered. Voting instructions must be deposited by the Proxy Deadline; however, your voting instruction form may provide for an earlier date to process your votes in a timely manner. Voting instruction forms permit the completion of the voting instruction form online or by telephone. A Non-Registered Shareholder wishing to attend and vote at the Meeting in person should follow the corresponding instructions on the voting instruction form or, in the case of a proxy, strike out the names of the persons named in the proxy and insert the Non-Registered Shareholder's name in the space provided.

DATED this 18th day of May, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "*Brent Houlden*"

Brent Houlden, Chief Executive Officer and Director