

Carbeeza

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and special meeting (the "Meeting") of the shareholders (the "Shareholders") of Carbeeza Inc. (the "Corporation") will be held by virtual webcast, rather than in person, at 10:00 a.m. (Mountain Daylight Time), on July 15, 2025, for the following purposes:

1. to receive the audited financial statements of the Corporation, together with the auditor's report thereon, for the fiscal year ended December 31, 2024;
2. to fix the board of directors of the Corporation (the "Board") to be elected at the Meeting at three (3) members and to elect the Board of the Corporation for the ensuing year;
3. to consider and, if thought appropriate, to pass, with or without variation, an ordinary resolution approving the reappointment of MNP LLP, Chartered Accountants, as the Corporation's auditor for the ensuing year and to authorize the Board to fix the auditor's remuneration;
4. to consider and if thought appropriate, approve, with or without variation, a special resolution approving the continuance of the Corporation out of the province of Alberta under the *Business Corporations Act* (Alberta), which currently governs its affairs, into the provincial jurisdiction of British Columbia under the *Business Corporations Act* (British Columbia);
5. to consider, and if thought appropriate, to approve, with or without variation, an ordinary resolution ratifying and confirming the stock option plan of the Corporation;
6. to consider, and if thought appropriate, to approve, with or without variation, a special resolution to amend the articles of the Corporation to change the name of the Corporation to such name as the directors of the Corporation, in their sole discretion, may determine; and
7. to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

Only shareholders of record at the close of business on June 5, 2025, (the "Record Date") are entitled to receive notice of the Meeting, to act at the Meeting and express their voting rights. No person who becomes a shareholder after the Record Date will be entitled to vote or act at the Meeting or any adjournment thereof.

The Corporation is conducting a virtual meeting of the Shareholders of the Corporation. Shareholders will not be able to attend the Meeting in person. Instead, Registered Shareholders (as defined in the accompanying Information Circular) and duly appointed proxyholders can virtually attend, participate, vote or submit questions at the virtual Meeting online by accessing the following link:

Link:	https://us02web.zoom.us/j/85849997361?pwd=6iFsU7URgKGTUKaUqVtilaT1sSsEqX.1
Meeting ID:	858 4999 7361
Passcode:	349122

To ensure a smooth process, the Corporation is asking registered participants to log in by 9:45 a.m. (Mountain Standard Time) on July 15, 2025.

Just as they would be at an in-person meeting, Registered Shareholders and duly appointed proxyholders will be able to attend the virtual Meeting, participate, submit questions online and vote virtually, all in real time, provided they are connected to the internet and comply with all of the requirements set out in the accompanying Information Circular. Registered Shareholders who are unable to attend the virtual Meeting are requested to complete, sign and date the accompanying form of proxy in accordance with the instructions provided therein and in the Information Circular and return it in accordance with the instructions and timelines set forth in the Information Circular. Non-registered (or beneficial) shareholders who have not duly appointed themselves as proxyholder will be able to attend the virtual Meeting as "guests", but will not be able to participate, submit questions or vote at the virtual Meeting.

The Corporation has elected to use the notice-and-access provisions under National Instrument 54-101 and National Instrument 51-102 (the "**Notice-and-Access Provisions**") for the Meeting. The Notice-and-Access provisions are a relatively new set of rules developed by the Canadian Securities Administrators that reduce the volume of materials that must be physically mailed to Shareholders by allowing the Corporation to post the Information Circular and any additional materials online. Shareholders will still receive this Notice of Meeting and a form of proxy and may choose to receive a paper copy of the Information Circular. The Corporation will not use the procedure 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.

Please review the Information Circular carefully and in full prior to voting as the Information Circular has been prepared to help you make an informed decision on the matters to be acted upon. The Information Circular is available on the Corporation's website at: www.carbeeza.com

and under the Corporation's profile on SEDAR+ at www.sedarplus.ca. Any shareholder who wishes to receive a paper copy of this Circular should contact the Corporation at 1-855-216-8802, or by facsimile to 780-444-6355 or by email to investorrelations@carbeeza.com. Shareholders may also use the toll-free number noted above to obtain additional information about the Notice-and-Access Provisions.

Shareholders as of the Record Date are entitled to vote their Common Shares except to the extent that they have transferred the ownership of any of their Common Shares after the Record Date. The transferee of those Common Shares must produce properly endorsed share certificates or otherwise establish that he or she owns the Common Shares and request, not later than 10 days before the date of the Meeting, to be included in the list of Shareholders eligible to vote at the Meeting, in which case such transferee will be entitled to vote those Common Shares at the Meeting.

DATED at Calgary, Alberta, this 5th day of June, 2025.

**BY ORDER OF THE BOARD OF
CARBEEZA INC.**

"Mark Tommasi"

Mark Tommasi

Interim Chief Executive Officer

A registered Shareholder may attend the Meeting or may be represented by proxy. All Shareholders are encouraged to vote in advance of the meeting by mail, in the manner set out in the meeting materials that have been sent to Shareholders. To be effective, the enclosed proxy must be mailed so as to reach or be deposited with, Olympia Trust Company ("Olympia"), located at Suite 4500, 520 - 3rd Ave. SW, Calgary, Alberta T2P 0R3, Attention: Proxy Department, not later than 48 hours (excluding Saturdays, Sundays and statutory holidays) prior to the time set for the Meeting or any adjournment thereof.

The persons named in the enclosed form of proxy (the "**Management Designees**") are members of the Corporation's board or management. **Each Shareholder has the right to appoint a proxyholder other than such persons, who need not be a Shareholder, to attend and to act for him or her and on his or her behalf at the Meeting.** To exercise such right, the names of the Management Designees should be crossed out and the name of the Shareholder's appointee should be legibly printed in the blank space provided.

The instrument appointing the proxy shall be in writing and shall be executed by the Shareholder or his or her attorney authorized in writing or, if the Shareholder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized.

In order to ensure that a paper copy of the Circular can be delivered to a requesting Beneficial Shareholder or Registered Shareholder in time for such shareholder to review the Circular and return a voting instruction form or proxy prior to the Proxy Deadline, it is strongly suggested that a shareholder ensure their request is received no later than July 8, 2025.