

**BELGRAVIA**  
CAPITAL INTERNATIONAL

**NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS**

You are receiving this notification instead of receiving a printed copy of Belgravia Capital International Inc.'s ("Belgravia Capital" or the "Company") management information circular (the "Circular") because Belgravia Capital will use the notice and access process for delivery of the Circular to registered and non-objecting beneficial shareholders for its Annual General and Special Meeting of Shareholders (the "Meeting"). This notification contains information on how to access the Circular electronically or obtain a paper copy, as well as information on voting your shares using the form of proxy or voting instruction form enclosed with this notification. Shareholders that have existing instructions on their account with their intermediary to receive a printed copy of the Circular or Belgravia Capital's year-end financial statements and management's discussion and analysis will receive printed copies. The use of this technological alternative for delivery is more environmentally sustainable and will help reduce paper use.

**MEETING DATE AND LOCATION:**

**WHEN:** Thursday, June 27, 2019  
2:00 pm (EST)

**WHERE:** Offices of DLA Piper LLP  
100 King Street West, 60<sup>th</sup> Floor  
Toronto, Ontario M5X 1E2

**SHAREHOLDERS WILL BE ASKED TO CONSIDER AND VOTE ON THE FOLLOWING ITEMS OF BUSINESS AT THE MEETING:**

1. receiving the Company's consolidated audited financial statements for the fiscal year ended December 31, 2018, together with the report of the auditor thereon;
2. electing the Company's board of directors for the ensuing year;
3. appointing Davidson & Company LLP as auditor for the ensuing year and to authorize the directors to fix the auditor's remuneration;
4. considering and, if deemed appropriate, pass, with or without variation, an ordinary resolution re-approving the Corporation's stock option plan, as more fully described in the accompanying management information circular dated May 24, 2019 (the "**Circular**");
5. considering and, if deemed appropriate, pass, with or without variation, an ordinary resolution re-approving the Advance Notice By-law of the Company, which sets out advance notice requirements for director nominations, as more fully described in the Circular;
6. considering and, if deemed appropriate, pass, with or without variation, an ordinary resolution approving the Company's shareholder rights plan agreement dated October 17, 2018, as more fully described in the Circular;
7. considering and, if deemed appropriate, pass, with or without variation, a special resolution authorizing and approving (i) the continuance of Belgravia Capital from the Canada Business Corporations Act ("CBCA") to the Business Corporations Act (British Columbia) ("BCBCA") (the "Continuance"), (ii) concurrently with and conditionally upon the Continuance, the amendment of the Company's current Articles of Incorporation and bylaws under the CBCA to make all changes necessary to conform to the BCBCA, and (iii) concurrently with and conditionally upon the Continuance, the amendment of the Company's articles of incorporation (the "Name Change") to modify the name of the Company from "Belgravia Capital International Inc." to such other name as the Board may decide in its discretion, as required, to make all changes necessary to conform to the BCBCA; and
8. other items of business that may be properly brought before the Meeting.

For detailed information regarding each of the above matters, please refer to the section of the Circular titled “Business of the Meeting”. **Belgravia Capital urges shareholders to review the Circular prior to voting.**

#### **ACCESSING MEETING MATERIALS ONLINE**

The Circular, as well as the Company’s audited annual financial statements and related management’s discussion and analysis for the year ended December 31, 2018 can be viewed online at Belgravia Capital’s website at:

<http://www.belgraviacapital.ca/annualmeeting2019/> or on SEDAR at [www.sedar.com](http://www.sedar.com) under Belgravia Capital’s profile.

#### **REQUESTING PRINTED COPIES OF MEETING MATERIALS**

Beneficial shareholders may request printed copies of the Meeting materials to be sent by mail at no cost for up to one year from the date this Circular is filed on SEDAR. Requests for printed materials may be made by calling toll-free in North America to 1-888-307-0985 or outside of North America to 1-647-715-0985. To receive a copy of the meeting materials in advance of the proxy deposit date and Meeting date, please allow at least ten business days in advance of the proxy deposit date and time set out in the accompanying proxy or voting information form.

#### **VOTING PROCESS FOR REGISTERED HOLDERS**

Registered shareholders will have received a form of proxy with this notification. You may vote online, by telephone, by fax or by mail. To vote online, go to [www.investorvote.com](http://www.investorvote.com) and follow the instructions on the screen. You will need to enter your 15-digit control number. To vote by telephone, call toll free in North American 1-866-732-VOTE (8683). To vote by fax, complete the form of proxy and send to fax no. 1-866-249-7775. To vote by mail, complete the form of proxy and return it to:

Computershare Trust Company of Canada  
Attention: Proxy Department  
8<sup>th</sup> Floor, 100 University Avenue  
Toronto, Ontario, M5J 2Y1

Please refer to your form of proxy or the Voting Information section within the Circular for more information.

The deadline for receiving executed forms of proxy or submitting your proxy is 2:00 pm (EST) on June 25, 2019, or no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of any adjournment or postponement of the Meeting. Late proxies may be accepted or rejected by the Chairman of the Meeting, in his or her discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.

#### **VOTING PROCESS FOR NON-REGISTERED HOLDERS**

Non-registered non-objecting beneficial shareholders will have received a voting instruction form or form of proxy signed by your intermediary. You should carefully follow the instructions of your intermediary, including those regarding when and where the completed proxy or voting instruction form is to be delivered or otherwise submitted. You may also refer to the Voting Information section within the Circular for more information.

Shareholders with questions about notice and access can call the Company toll-free in North America at 1-888-307-0985 or outside of North America to 1-647-715-0985.

Dated at Toronto, Ontario this 24<sup>th</sup> day of May 2019.

By Order of the Board of Directors



Mehdi Azodi  
President and CEO