



MANIFESTSEVEN

MANIFESTSEVEN HOLDINGS CORPORATION

111 Pacifica, Suite 100
Irvine, California USA 92618
Telephone (833) 654-2462 (in Canada or U.S.)

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
AND AVAILABILITY OF MEETING MATERIALS**

You are receiving this notification as ManifestSeven Holdings Corporation (the “**Company**”) is using the notice and access procedures adopted by the Canadian Securities Administrators for electronic delivery of its Notice of Meeting and Information Circular (the “**Meeting Materials**”) for the Company’s Annual General Meeting of the shareholders of the Company (“**Shareholders**”), to be held Thursday, June 3, 2021 at 2:30 p.m. (Pacific Time) (the “**2021 AGM**”), instead of mailing out paper copies. Under this delivery method, companies can, instead of mailing out paper copies, post their meeting materials on a website and send a notification to Shareholders with access details.

This notification provides details of the date and time of the Company’s 2021 AGM, including the matters to be voted on, and instructions on how to access an electronic copy or request a paper copy of the Meeting Materials. Accompanying this notice is a form of Proxy or Voting Instruction form.

HOW TO ACCESS THE MEETING MATERIALS

The Notice of Meeting and Information Circular (the “**Meeting Materials**”) can be viewed online under the Company’s profile at www.sedar.com or on the Company’s website at <https://www.manifest7.com/investors>.

You can obtain a paper copy of the Meeting Materials free of charge, by

1. calling the Company through its toll-free number at (800) 928-5343 (in Canada or the U.S.); or
2. sending an email to IR@manifest7.com by providing your name and mailing address.

If you wish to receive a paper copy of the Meeting Materials, they will be sent within three business days of your request if such requests are made before the meeting date. To ensure you receive the material in advance of the voting deadline and meeting date, your request should be provided to the Company no later than May 21, 2021.

MEETING DATE AND LOCATION

The 2021 AGM will be held on Thursday, June 3, 2021, at 2:30 p.m. (Pacific Time) at the offices of the Company, 111 Pacifica, Suite 100, Irvine, California, USA 92618. **In light of the ongoing public health concern related to COVID-19 and in order to comply with measures imposed by the federal and provincial governments, and any other state or municipal health authority holding jurisdiction, the Company is encouraging Shareholders and others not to attend the Meeting in person.**

The Company is offering the Shareholders the option to listen and participate (but not vote) at the Meeting in real-time by conference call via Zoom:

Please click this URL to join: <https://manifest7.zoom.us/j/93828222793>

Or dial: +1 (346) 248-7799; Webinar ID: 938 2822 2793

International numbers available: <https://manifest7.zoom.us/j/abELpk6Tly>

MATTERS TO BE VOTED ON AT THE MEETING

At the 2021 AGM, shareholders will be asked to vote on the following:

1. **Fix Number of Directors** – To fix the number of directors at six;

2. **Election of Directors** – To elect directors of the Company for the ensuing year; at the Meeting, six individuals are proposed to be elected to the board (see “**Election of Directors**” as detailed in the Company’s Information Circular);
3. **Appointment of Auditors** – To appoint Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants, as auditors of the Company for the ensuing year (see “**Appointment of Auditors**” as detailed in the Company’s Information Circular);
4. **10% “Rolling” Share Option Plan** – To pass an ordinary resolution to ratify, confirm and approve the Company’s 10% “Rolling” Share Option Plan (see “**10% “Rolling” Share Option Plan**” as detailed in the Company’s Information Circular); and
5. **10% “Rolling” Restricted Share Unit Plan** – To pass an ordinary resolution to ratify, confirm and approve the Company’s 10% “Rolling” Restricted Share Unit Plan (see “**10% “Rolling” Restricted Share Unit Plan**” in the Company’s Information Circular).

VOTING

You cannot vote by returning this notice.

To vote your securities, you must vote online or by mailing the enclosed Proxy or Voting Instruction Form for receipt by 2:30 p.m. (Pacific Time) on Tuesday, June 1, 2021, using the enclosed Business Reply Envelope.

If you ask for the Meeting Materials to be mailed to you, please note that another Proxy or Voting Instruction Form will not be sent; please retain your current one for voting purposes.

Please review the Meeting Materials before voting.

QUESTIONS

Shareholders with questions about Notice and Access can contact the Company through its toll-free number (833) 654-2462 (in Canada or the U.S.) or by email at IR@manifest7.com.