



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

NOTICE IS HEREBY GIVEN that an Annual General Meeting (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of ManifestSeven Holdings Corporation (the “**Company**”) will be held at 111 Pacifica, Suite 100, Irvine, California, USA 92618 on Thursday, June 3, 2021 at 2:30 p.m. (Pacific Time).

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 to not 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 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>

While as of the date of this Notice, we are intending to hold the Meeting in physical face to face format with Zoom participation, we are continuously monitoring the current coronavirus outbreak. In light of the rapidly evolving news and guidelines related to COVID-19, we ask that, in considering whether to attend the Meeting in person, shareholders follow, among other things, the instructions of the Centers for Disease Control and Prevention (<https://www.cdc.gov/coronavirus/2019-ncov/index.html>) and any applicable additional state and local instructions. You should not attend the Meeting in person if you are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact has travelled to/from outside of Canada or the US within the 14 days prior to the Meeting. **In order to minimize group sizes and respect social distancing regulations, all Shareholders are urged to vote on the matters before the Meeting by proxy which can be submitted electronically or by mail as described herein.** We reserve the right to take any additional precautionary measures we deem appropriate in relation to the Meeting in response to further developments in respect of the COVID-19 outbreak.

The Meeting is held for the following purposes:

1. to table the consolidated financial statements for the year ended November 30, 2020, together with the auditor’s report thereon, and the related management’s discussion and analysis;
2. to fix the number of directors of the Company at six;
3. to elect directors of the Company for the ensuing year;
4. to appoint Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year;
5. to ratify, confirm and approve the Company’s 10% “rolling” share option plan, as more particularly described in the accompanying Information Circular; and
6. to ratify, confirm and approve the Company’s 10% “rolling” restricted share unit plan, as more particularly described in the accompanying Information Circular.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be

considered at the Meeting. No other matters are contemplated, however any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

A copy of the consolidated audited financial statements for the fiscal year ended November 30, 2020, the report of the auditor thereon, and the related management's discussion and analysis will be made available at the Meeting and are available under the Company's profile on SEDAR at www.sedar.com.

Notice and Access

The Company has elected to use 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* (together “**Notice-and-Access Provisions**”) for this Meeting. Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators, which reduce the volume of materials that must be physically mailed to Shareholders by allowing the Company to post the Notice of Meeting and Information Circular and any additional materials online. Shareholders will receive a printed form of Notice of Notice and Access and a form of proxy (the “**notice package**”), and, at their option, Shareholders may choose to receive a printed copy of the Notice of Meeting and Information Circular. The Company will not use a procedure known as ‘stratification’ in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using Notice-and-Access Provisions provides a printed copy of the Notice of Meeting and Information Circular to some shareholders with the notice package. In relation to the Meeting, all Shareholders will receive the documentation required under the Notice-and-Access Provisions in the notice package, which will **not** include a printed, paper copy of the Notice of Meeting and Information Circular (the “**Meeting Materials**”).

The Notice of Meeting and Information Circular is available for viewing on the Company's website at <https://www.manifest7.com/investors>, and under the Company's profile on SEDAR at www.sedar.com. Any Shareholder who wishes to receive a paper copy of the Meeting Materials, which will be available including the date of the Meeting, and for one year following the Meeting, or to obtain additional information relating to the Notice-and-Access Provisions, should contact the Company at 111 Pacifica, Suite 100, Irvine, California USA 92618 through the Company's toll free number at (833) 654-2462.

To vote your Common Shares you must vote by choosing one of the voting options provided on the enclosed form of Proxy (the “**Proxy**”) or Voting Instruction Form (the “**VIF**”). Please follow the instructions given on the enclosed Proxy or VIF for the voting method you choose and ensure that your submitted Proxy or VIF is received by Odyssey Trust Company **before** 2:30 p.m. (Pacific Time) on Tuesday, June 1, 2021 (the “**Proxy Deadline**”).

The Information Circular contains details of matters to be considered at the Meeting. Please review it closely before voting.

In order to allow reasonable time to be allotted for a Shareholder to receive and review a paper copy of the Notice of and Access Notice form and to complete and submit their Proxy prior to the Proxy Deadline, any Shareholder wishing to request a paper copy of the Notice of Meeting and Information Circular as described above, should ensure your request is received by May 21, 2021.

Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date, and sign the enclosed form of proxy, or another suitable form of proxy, and deliver it by hand or by mail in accordance with the instructions set out in the form of proxy and in the Information Circular.

Non-registered Shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form and in the Information Circular to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account, you are a non-registered shareholder.

Dated at Irvine, California, USA, April 26, 2021.

BY ORDER OF THE BOARD

/s/ Sturges Karban

**Sturges Karban
Director and Chief Executive Officer**