

79NORTH INC.
NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual meeting (the “**Meeting**”) of the shareholders (“**Shareholders**”) of common shares of 79North Inc. (the “**Company**”) will be held at 82 Richmond Street East Toronto, Ontario M5C 1P1, on May 31, 2023 at 10:00 a.m. (Toronto Time), for the following purposes:

1. To receive the audited consolidated financial statements of the Company for the year ended November 30, 2021, together with the auditor’s report thereon;
2. To elect the directors for the ensuing year;
3. To reappoint Stern & Lovrics LLP as auditors for the Company for the ensuing year and to authorize the board of directors to fix their remuneration; and
4. To transact such other business as may properly come before the Meeting, or at any adjournment thereof.

Accompanying this Notice of Meeting is the Circular, a form of proxy (the “**Proxy**”) and a supplemental mailing card. The Circular includes more detailed information relating to the matters to be addressed at the Meeting. The Circular is deemed to form a part of this Notice of Meeting.

To deal with the public health impact of the COVID-19 virus (“COVID-19”), shareholders and proxyholders are strongly encouraged NOT to attend the Meeting in person. We want to ensure that no one is unnecessarily exposed to any risks. Furthermore, so that the Company can mitigate potential risks to the health and safety of shareholders and the community, there will be strict limitations on the number of persons permitted entry to the Meeting and anyone who is not a registered shareholder or proxyholder will not be permitted entry.

The Company urges all shareholders to vote by proxy in advance of the Meeting in accordance with the instructions set out below.

The COVID-19 situation is dynamic and continues to evolve daily. If events arise that require us to make changes to the date, time and/or location of the Meeting we will promptly notify shareholders and communicate any changes through a press release. The Company intends to resume holding unrestricted in-person shareholders’ meetings in future years.

Shareholders are encouraged to read the notes to the Proxy and complete and return the Proxy to the Company’s registrar and transfer agent, Odyssey Trust Company (“**Odyssey**”) at Suite 702, 67 Yonge St, Toronto, ON M5E 1J8. A Proxy will not be valid unless it is deposited at the Toronto office of Odyssey by 10:00 a.m. (Toronto time) on May 29, 2023 or not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the commencement of the Meeting or any adjournments or postponements thereof. Late proxies may be accepted or rejected by the chairman of the Meeting in his discretion, and the chairman is under no obligation to accept or reject any particular late Proxy. If you are a non-registered Shareholder of the Company and received these materials through your broker or another intermediary, please complete and return the Proxy or other voting form in accordance with instructions provided to you by your broker or such other intermediary.

The enclosed Proxy appoints nominees of management as proxyholder and you may amend the Proxy, if you wish, by inserting in the space provided the name of the person you wish to represent you as proxyholder at the Meeting.

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is April 26, 2023 (the “**Record Date**”). Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof.

DATED at Toronto, Ontario, this 26th day of April, 2023.

BY ORDER OF THE BOARD OF DIRECTORS – 79NORTH INC.

“Jon North”

Chairman, President & Chief Executive Officer