

# TREE OF KNOWLEDGE INTERNATIONAL CORP.

## Notice-and-Access Notification For Annual General Meeting of Shareholders

TO: REGISTERED AND BENEFICIAL SHAREHOLDERS

TAKE NOTICE that Tree of Knowledge International Corp. (the "**Corporation**") is using the "notice-and-access" provisions under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* (the "**Notice-and-Access Provisions**") to send to registered holders ("**Registered Shareholders**") and beneficial holders ("**Beneficial Shareholders**") of common shares ("**Common Shares**") of the Corporation proxy-related materials relating to the Annual General Meeting (the "**Meeting**") of holders of Common Shares which will be held on Monday, July 20, 2020 at 10:00 a.m. (Calgary time).

As is set forth in the Management Information Circular and Proxy Statement of the Corporation dated June 12, 2020 that has been prepared for the Meeting (the "**Information Circular**") and the voting instruction form which accompanies this Notice-and-Access Notification, each of the following matters will be voted on at the Meeting:

- (a) to fix the number of directors to be elected at the Meeting at six (6);
- (b) to elect George Barakat, Michael Caridi, Scott Reeves, Kaivan Talachian, Fabio Gesufatto and Ommid Faghani as directors of the Corporation;
- (c) to appoint Zeifmans LLP as the auditors of the Corporation for the ensuing year and to authorize the directors to determine the remuneration to be paid to the auditors;
- (d) to consider and, if deemed advisable, to pass an ordinary resolution, the full text of which is set forth in the accompanying Information Circular, to approve and authorize an amended and restated set of by-laws of the Corporation to include certain items that were required for the Corporation's Jamaican Stock Exchange Listing;
- (e) to transact such further or other business as may properly come before the Meeting or any adjournment(s) thereof.

**Registered Shareholders and Beneficial Shareholders are reminded to review the Information Circular carefully before voting as the Information Circular has been prepared to help you make an informed decision.**

The Corporation has elected to use the Notice-and-Access Provisions for the Meeting in respect of mailings to its Registered Shareholders and in respect of mailings to its Beneficial Shareholders. The Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators that reduce the volume of materials that must be physically mailed to shareholders by allowing a reporting issuer to post an information circular in respect of a meeting of its shareholders and related materials online.

In relation to the Meeting, a paper copy of each of the Notice of Meeting, this Information Circular, the Form of Proxy and the financial statements and related Management's Discussion and Analysis in respect of the most recent financial year of the Corporation will be mailed to those Registered Shareholders and Beneficial Shareholders who have previously requested to receive them. Unless requested in the manner described below and in the Information Circular, Registered Shareholders and Beneficial Shareholders will only receive a notice-and access notification and a proxy form (Registered Shareholders) or voting instruction form (Beneficial Shareholders).

The Information Circular has been posted and is available for review at <https://www.tokicorp.com/investors/> and also on the Corporation's profile on SEDAR at [www.sedar.com](http://www.sedar.com). Registered Shareholders or Beneficial

Shareholders who wish to receive a paper copy of the Information Circular should contact the Corporation's legal counsel at 403-571-8000 (please call collect – the phone charge will be paid for by the Corporation).

In order to allow Registered Shareholders and Beneficial Shareholders a reasonable time to receive paper copies of the Information Circular and to vote their Common Shares, any Shareholder wishing to request paper copies as described above should ensure that such request is received not later than 10:00 a.m. (Calgary time) on July 10, 2020.

**Registered Shareholders who have received a proxy form directly from Computershare Trust Company of Canada may vote online by going to [www.investorvote.com](http://www.investorvote.com). The 15-digit or 16-digit control number located at the bottom of the proxy form will be required in order to complete your voting. Alternatively, the proxy may be deposited with Computershare Trust Company of Canada, by mail at 100 University Avenue, 8<sup>th</sup> Floor, Toronto ON, M5J 2Y1, or facsimile at 1-866-249-7775 (toll-free in North America) or 1-416-263-9524 (outside North America) or by telephone at 1-866-732-VOTE (8683).**

Beneficial Shareholders who have received a Voting Instruction Form from Broadridge Financial Solutions Inc. ("**Broadridge**") are reminded that in order to ensure that their Common Shares are voted at the Meeting they must: (i) complete and return the accompanying voting instruction form Broadridge by mail or facsimile at the address or facsimile number noted thereon; and (ii) ensure that such completed voting instruction form is received by Broadridge not later than 48 hours prior to the time of the Meeting or any adjournment thereof. Alternatively, Beneficial Shareholders can vote their Common Shares prior to this deadline by calling the toll-free number 1-800-474-7493 (English) or 1-800-474-7501 (French) or can vote on the internet at [www.proxyvote.com](http://www.proxyvote.com) in accordance with the instructions set forth in the accompanying voting instruction form. Reference is also made to the discussion in the Information Circular under "Voting of Common Shares – Advice to Non-Registered Holders" for further information on voting.

**DATED:** June 12, 2020.

**By Order of the Board of Directors**

**(signed) *Michael Caridi***

**Chairman of the Board**