



**Notice and Access Notice to Shareholders
Annual General Meeting of Shareholders to be held on
Monday, September 27, 2021 at 11:00 am (Pacific Time)**

Your Vote is Important! Please vote by 11:00 am (Pacific Time) on September 23, 2021

Kaizen Discovery Inc. (the “**Company**”) is using the notice-and-access mechanism (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* to deliver meeting materials to its registered and beneficial shareholders (the “**Shareholders**”) in respect of its annual general meeting of shareholders to be held on Monday, September 27, 2021 (the “**Meeting**”).

Instead of receiving printed copies of the Meeting Materials (as defined below), under the Notice-and-Access Provisions, Shareholders receive this notice (“**Notice**”) with information on the Meeting date, location and purpose, as well as information on how they may access electronic versions of the management information circular dated August 18, 2021 (the “**Circular**”), the audited consolidated financial statements of the Company for the year ended December 31, 2020 (the “**Financial Statements**”), management’s discussion and analysis (the “**MD&A**”) of the Company’s results of operations and financial condition for the year ended December 31, 2020 (together, the Circular, the Financial Statements and the MD&A, the “**Meeting Materials**”) and how they may vote. Shareholders will also receive a proxy or voting instruction form, as applicable, enabling them to vote at the Meeting.

Meeting date and time:

Monday, September 27, 2021 at 11:00 am (Pacific Time)

To be held as a physical and virtual hybrid Meeting:

Physical Attendance:

Pan Pacific Vancouver, Pacific Rim Suite 1
300-999 Canada Place, Vancouver, British Columbia V6C 3B5

Virtual Attendance:

<https://78449.themediaframe.com/dataconf/productusers/kdc/mediaframe/46340/index.html>

Participant / Guest (Toll-Free): 1-877-407-2991

or

1-201-389-0925 (Toll Number)

Meeting #14

Shareholders will be asked to consider and vote on the following matters:

1. to receive and consider the audited financial statements of the Company for the financial year ended December 31, 2020, together with the report of the auditors thereon;
2. to set the number of directors at six (6) for the forthcoming year;
3. to elect six (6) directors for the forthcoming year;
4. to re-appoint Deloitte LLP as auditors for the ensuing year and to authorize the directors to fix their remuneration;
5. to consider, and if deemed advisable, to pass, with or without variation, an ordinary resolution approving the Company’s existing stock option plan, as more particularly described in the Circular;

6. to consider, and if deemed advisable, to pass with or without variation, an ordinary resolution of disinterested Shareholders approving the long-term incentive plan of the Company, as more particularly described in the Circular;
7. to consider, and if deemed advisable, to pass with or without variation, an ordinary resolution of disinterested Shareholders approving the deferred share unit plan of the Company, as more particularly described in the Circular;
8. to consider, and if deemed advisable, to pass with or without variation, an ordinary resolution of holders of the common shares (each, a “**Share**”) entitled to vote on such resolution in accordance with Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions*, the full text of which is set forth in the Circular, to approve the Debt Settlement, as such term is defined in the Circular;
9. to consider, and if deemed advisable, to pass, with or without variation, an ordinary resolution to approve the consolidation (the “**Consolidation**”) of all of the issued and outstanding Shares on the basis of one (1) post-Consolidation Share for every ten (10) pre-Consolidation Shares, or such other number of pre-Consolidation Shares as the board of directors of the Company, in its sole discretion, determines appropriate and subject to the approval of all applicable regulatory authorities and as more particularly described in the Circular; and
10. to transact any other business as may properly be brought before the Meeting.

These matters are set out in detail in the Circular under the sections entitled *Part 2 – Normal Course AGM Business* and *Part 3 – Reorganization Matters*.

SHAREHOLDERS ARE REMINDED TO REVIEW THE MEETING MATERIALS PRIOR TO VOTING

Website Where Meeting Materials are Posted

Electronic copies of the Meeting Materials may be found on the Company’s SEDAR profile at www.sedar.com and the Company’s website at www.kaizendiscovery.com. The Company will not use the procedures known as “stratification” in relation to the use of Notice-and-Access Provisions meaning that all shareholders will receive this Notice in accordance with the Notice-and-Access Provisions.

Obtaining Paper Copies of Materials

Shareholders can request to receive paper copies of Meeting Materials by mail in advance of the Meeting at no cost. Requests for paper copies may be made using your Control Number as it appears on your enclosed proxy or voting instruction form. To ensure you receive the materials in advance of the voting deadline and Meeting date, all requests must be received by 11:00 a.m. (Pacific Time) on Friday, September 17, 2021. If you do request the current Meeting Materials, please note that another proxy or voting instruction form will not be sent. Please retain your current one for voting purposes.

For Shareholders with a 15-digit Control Number, requests for Meeting Materials may be made by calling toll free, within North America: 1-866-962-0498 or direct, from outside North America: 1-514-982-8716.

For Shareholders with a 16-digit Control Number, requests for Meeting Materials may be made by calling toll free, within North America: 1-877-907-7643.

Those shareholders with existing instructions to receive a paper copy of the Meeting Materials will receive paper copies of the Meeting Materials with this Notice. Shareholders may revoke their existing instructions by contacting the service provider who services their account.

How do I Vote?

There are several convenient ways to vote your Shares including online and via telephone. You will find attached to this notice a form of proxy or a voting instruction form containing detailed instructions on how to exercise your voting rights.

	Beneficial Shareholders <i>Shares held with a broker, bank or other intermediary.</i>	Registered Shareholders <i>Shares held in own name and represented by a physical certificate.</i>
Internet:	www.proxyvote.com	www.investorvote.com
Phone or Fax:	Call or fax to the number(s) listed on your voting instruction form and vote using the Control Number provided therein.	Phone: 1-866-732-8683 Fax: 1-866-249-7775
Mail:	Return the voting instruction form in the enclosed postage paid envelope.	Return the form of proxy in the enclosed postage paid envelope.

If you wish to attend and vote at the Meeting, please follow the instructions found in the enclosed form of proxy or voting instruction form. You are reminded to view the Meeting Materials prior to voting

PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE.

To vote your Shares you must vote online, by telephone or by mailing the enclosed voting instruction form/proxy pursuant to the instructions included therein by **11:00 am (Pacific Time) on September 23, 2021** or 48 hours prior to any adjournment of the Meeting, excluding Saturdays, Sundays and statutory holidays.

Recommendation

The Company recommends that Shareholders vote FOR all of the proposed resolutions.

For more information on the Notice-and-Access Provisions and information on voting and obtaining paper copies of the Meeting Materials, please see the section in the accompanying Circular entitled *Part 1 – General and Procedural Information* or contact the Company’s transfer agent, Computershare, toll-free within North America 1-866-962-0498 or direct, from outside of North America 1-514-982-8716 (which is not a toll-free number) or the Company at:

Kaizen Discovery Inc.

Suite 606 – 999 Canada Place

Vancouver, British Columbia, Canada V6C 3E1

Tel: 1-604-669-6446 (which is not a toll-free number), 1-888-571-4545 (toll-free number)

Fax: 1-604-682-2060

Email: info@kaizendiscovery.com

If you have questions or require assistance with voting, please contact the Company’s proxy solicitation agent:

Laurel Hill Advisory Group

North American Toll-Free Number: 1-877-452-7184

Collect Calls Outside North America: 416-304-0211

Email: assistance@laurelhill.com

