

JUST KITCHEN HOLDINGS CORP.

(the “Company”)

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING
OF SHAREHOLDERS**

to be held on September 1, 2023

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of the holders (“**Shareholders**”) of common shares of the Company (the “**Shares**”), and the holders (the “**Optionholders**”, and together with the Shareholders, the “**Securityholders**”) of common share purchase options of the Company (the “**Company Options**”) to be held on September 1, 2023 at McMillan LLP, Royal Centre, 1055 W Georgia St #1500, Vancouver, BC V6E 4N7, at 10:00 a.m. (Vancouver time) for the following purposes:

1. to consider, pursuant to an interim order of the Supreme Court of British Columbia dated July 5, 2023 as amended on August 1, 2023, as same may be amended, modified or varied (the “**Interim Order**”), and, if thought advisable to pass, with or without variation, a special resolution (the “**Arrangement Resolution**”) to approve a proposed plan of arrangement involving the Company, JF Investment Co., Ltd. and JustKitchen Co. Ltd., pursuant to Section 288 of the *Business Corporations Act* (British Columbia) (the “**Arrangement**”). The full text of the Arrangement Resolution is set forth in Appendix B to the accompanying management information circular (the “**Information Circular**”);
2. to table and consider the consolidated financial statements of the Company together with the auditor’s report thereon for the year ended September 30, 2022;
3. to elect directors for the ensuing year;
4. to appoint KPMG LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year, and to authorize the directors to fix the auditor’s remuneration; and
5. to approve the continuation of the Company’s share option plan until the next annual general meeting of the Company, as described in the Circular.

No other matters are contemplated for presentation to the Meeting, 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.

Specific details of the matters proposed to be put before the Meeting are set forth in the Information Circular which accompanies and is deemed to form part of this Notice.

If the Arrangement Resolution is not approved by the Securityholders at the Meeting, the Arrangement cannot be completed.

The board of directors of the Company unanimously recommends that the Securityholders vote IN FAVOUR of the Arrangement Resolution.

The record date (the “**Record Date**”) for the determination of Securityholders entitled to receive notice of and to vote at the Meeting is July 25, 2023. Only Securityholders whose names have been entered in the register of Shareholders and Optionholders, as applicable, at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting.

Each Share and Company Option entitled to be voted at the Meeting will entitle the holder thereof to one vote at the Meeting. The Arrangement Resolution must be approved by at least: (i) 66 $\frac{2}{3}$ % of the votes cast by Securityholders, voting together as a single class, present in person or represented by proxy at the Meeting; (ii) 66 $\frac{2}{3}$ % of the votes cast by Shareholders present in person or represented by proxy at the Meeting; and (iii) a simple majority of the votes cast on the Arrangement Resolution by Shareholders present or in person or represented by proxy at the Meeting, excluding for this purpose votes attached to the Shares held by persons described in items (a) through (d) of Section 8.1(2) of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions*.

A Securityholder may attend the Meeting in person or may be represented by proxy. Securityholders that are unable to attend the Meeting or any adjourned or postponed Meeting in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjourned or postponed Meeting. In order to be acted upon at the Meeting, validly completed instruments of proxy must be received by Odyssey Trust Company, by mail to Suite 350, 409 Granville Street, Vancouver, British Columbia V6C 1T2, or by fax at 1-800-517-4553, no later than 10:00 a.m. (Vancouver time) on August 30, 2023 or 48 hours (excluding weekends and holidays in the Province of British Columbia) prior to the time of any adjourned or postponed Meeting. Notwithstanding the foregoing, the Chair of the Meeting has the discretion to accept proxies received after such deadline. The time limit for the deposit of proxies may be waived or extended by the Chair of the Meeting at his or her discretion, without notice. Registered holders of Shares (“**Registered Shareholders**”) may use the internet (<https://login.odysseytrust.com/pxlogin>) to transmit voting instructions on or before the date and time noted above and may also use the internet to appoint a proxyholder to attend and vote on behalf of such Registered Shareholder at the Meeting. For information regarding voting or appointing a proxyholder by internet or voting online or by telephone, see the form of proxy and/or the section of the Information Circular entitled “*Information Concerning the Meeting*” in the accompanying Information Circular.

Beneficial (non-registered) holders of Shares who receive these materials through their broker, bank, trust company or other intermediary or nominee should follow the instructions provided by such broker, bank, trust company or other intermediary or nominee.

Pursuant to the Interim Order, Registered Shareholders as of the Record Date have been granted the right to dissent in respect of the Arrangement Resolution and to be paid an amount equal to the fair value of their Shares as of the close of business on the business day before the Arrangement Resolution were approved, provided that they have strictly complied with the Dissent Procedures set forth in the *Business Corporations Act (British Columbia)*, as modified by the plan of arrangement and the Interim Order, and any other order of the Supreme Court of British Columbia. This Dissent Right and the Dissent Procedures (as each term is defined in the Information Circular) are described in the Information Circular. Failure to comply strictly with the Dissent Procedures described in the Information Circular may result in the loss of any Dissent

Rights. A Shareholder considering exercising Dissent Rights should seek independent legal advice. See the section entitled “*Information Concerning the Meeting - Dissent Rights of Shareholders*” and Appendix G, “*Division 2 of Part 8 of the BCBCA*” in the accompanying Information Circular.

The proxyholder has discretion under the accompanying form of proxy or VIF with respect to any amendments or variations of the matter of business to be acted on at the Meeting or any other matters properly brought before the Meeting or any adjourned or postponed Meeting, in each instance, to the extent permitted by law, whether or not the amendment, variation or other matter that comes before the Meeting is routine and whether or not the amendment, variation or other matter that comes before the Meeting is contested. As of the date hereof, management of the Company knows of no amendments, variations or other matters to come before the Meeting other than the matter set forth in this Notice. Securityholders that are planning on returning the accompanying form of proxy or VIF are encouraged to review the Information Circular carefully before submitting the form of proxy or VIF.

Dated at Vancouver, British Columbia this 1st day of August, 2023

**BY ORDER OF THE BOARD OF
DIRECTORS OF JUST KITCHEN
HOLDINGS CORP.**

By: “Darren Devine”

Name: Darren Devine

Title: Chairman of the Special
Committee