
NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the Meeting) of the shareholders of CNSX Markets Inc. (CSE) will be held on Wednesday, June 21, 2023, at 2:00 p.m. (Toronto time), in a virtually only format via live webcast at <https://agmconnect.com/cse2023/> for the following purposes:

1. to receive the audited consolidated financial statements of CSE for the year ended December 31, 2022, and the report of the auditors' thereon;
2. to elect the directors of CSE for the ensuing year;
3. to re-appoint RSM Canada, LLP as independent auditors of CSE and to authorize the Board to fix the auditor's remuneration;
4. to consider and, if deemed advisable, to pass a special resolution to adopt a new stock option plan; and
5. to transact such further or other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

The board of directors of the CSE (the Board) has fixed the close of business on Friday May 12, 2023, as the record date for determining shareholders of record who are entitled to receive notice of the Meeting and to attend and vote at the Meeting, or at any adjournment(s) or postponement(s) thereof.

This meeting will be held virtually. Shareholders will not be able to attend the Meeting in person. Registered shareholders and duly appointed proxyholders will have the opportunity to attend the Meeting online, submit questions, and vote in real time through a web-based platform instead of attending the Meeting in person.

CSE encourages all shareholders to vote in advance of the Meeting by proxy.

Further information with respect to voting by proxy will be sent with the Circular and the Form of Proxy.

DATED at Toronto, Ontario this 15th day of May, 2023.

By order of the Board of Directors

Tracey Stern
Chief Legal Officer, General Counsel and Corporate Secretary
CNSX Markets Inc.