



**HILL STREET BEVERAGE COMPANY INC.**

**Notice of Annual General and Special Meeting of Shareholders  
to be held on May 2, 2023**

**and**

**Management Information Circular**

**March 27, 2023**



## NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that the annual general and special meeting (the “**Meeting**”) of the holders (“**Shareholders**”) of common shares (“**Common Shares**”) of Hill Street Beverage Company Inc. (the “**Corporation**”) will be held at the office of **Torkin Manes LLP, 151 Yonge Street, Suite 1500, Toronto ON M5C 2W7 at 1:30 pm** (Toronto time), on May 2, 2023, for the following purposes:

1. to receive the audited financial statements of the Corporation for the financial year ended June 30, 2022 together with the report of the auditor thereon;
2. to set the number of Directors at five (5);
3. to elect directors of the Corporation for the ensuing year;
4. to appoint the auditor of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix the remuneration of the auditor;
5. to consider and, if thought appropriate, pass, with or without variation, an ordinary resolution approving the Corporation’s rolling stock option plan, as more fully described in the accompanying Circular;
6. to consider and, if deemed advisable, to pass, with or without variation, a special resolution approving a consolidation of the Corporation's issued and outstanding Common Shares on the basis of up to 75 pre-consolidation Common Shares for each one (1) post-consolidation Common Share, as more particularly described under the heading "Particulars of Matters to be Acted Upon – Approval of Share Consolidation" in the Circular;
7. to consider and, if deemed advisable, to pass, with or without variation, a special resolution authorizing a change of name of the Corporation from "*Hill Street Beverage Company Inc.*" to "*Hill Incorporated*", or such other name as the board of directors of the Corporation may choose, acting in the best interests of the Corporation, as more particularly described under the heading "Particulars of Matters to be Acted Upon – Approval of Name Change" in the Circular;
8. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution approving the Corporation’s amended Restricted Share Unit Plan, as more fully described in the Circular; and
9. to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

Additional information relating to the business to be submitted to the Meeting is set forth in the accompanying Circular.

Accompanying this Notice of Annual General and Special Meeting of Shareholders is the Circular, either a form of proxy for registered Shareholders or a voting instruction form for beneficial Shareholders.

A Shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his, her or its duly executed form of proxy with the Corporation's transfer agent and registrar, Computershare Investor Services Inc., 510 Burrard St, 3rd Floor, Vancouver, B.C., V6C 3B9, no later than 24 hours prior to the commencement of the meeting, or with the Chairman of the Meeting prior to the commencement of the Meeting or any adjournment thereof.

If requested by a Shareholder, a copy of the annual management's discussion and analysis of the Corporation, including the audited financial statements of the Corporation as at and for the financial year ended June 30, 2022, and the report of the auditor of the Corporation thereon, also accompanies this Notice of Annual and Special Meeting of Shareholders.

The directors of the Corporation have fixed the close of business on March 20, 2023, as the record date for the determination of the Shareholders of the Corporation entitled to receive notice of and to vote at the Meeting.

DATED at Toronto, Ontario this 27<sup>th</sup> day of March, 2023.

**BY ORDER OF THE BOARD OF DIRECTORS**

(signed) *"Jack Fraser"*

Jack Fraser  
**Chairman of the Board**