

THUNDERBIRD ENTERTAINMENT GROUP INC.

123 West 7th Ave
Vancouver, British Columbia
V5Y 1L8

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of the shareholders of Thunderbird Entertainment Group Inc. (hereinafter called the “**Company**”) will be held on December 12, 2024 at 9:00 a.m. (Vancouver time) in a virtual only format via live audio webcast at <https://web.lumiagm.com/202068662> (password: “thunderbird2024” (case sensitive)) where shareholders may attend and participate in the virtual Meeting for the following purposes:

1. to receive and consider the audited financial statements of the Company for the fiscal year ended June 30, 2024, and the auditor’s report thereon;
2. to fix the number of directors for the ensuing year at seven;
3. to elect the seven directors for the ensuing year;
4. to re-approve the Company’s existing stock option plan, as more particularly described under the heading “*Particulars of Other Matters to be Acted Upon – Re-Approval of the Stock Option Plan*” in the accompanying management information circular (the “**Information Circular**”);
5. to re-approve the Company’s existing equity incentive compensation plan, as more particularly described under the heading “*Particulars of Other Matters to be Acted Upon – Re-Approval of the Equity Incentive Compensation Plan,*” in the accompanying Information Circular;
6. to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution (the “**Omnibus Plan Resolution**”) to replace the existing stock option plan and equity incentive compensation plan of the Company, with an omnibus share compensation plan (the “**Omnibus Plan**”), as more particularly described under the heading “*Particulars of Other Matters to be Acted Upon – Approval of the Omnibus Plan*”, in the accompanying Information Circular;
7. to appoint PricewaterhouseCoopers LLP, Chartered Professional Accountants as the Company’s auditor for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor; and
8. to transact such other business as may properly be transacted at the Meeting or at any adjournment thereof.

Accompanying this notice of meeting is the Information Circular and form of proxy. These Meeting materials can also be viewed at www.sedarplus.ca.

The Board of Directors has set the close of business on October 25, 2024, as the record date (the “**Record Date**”) for determining the shareholders who are entitled to receive notice of and vote at the Meeting. Only persons shown on the register of shareholders, or their duly appointed

proxyholders, at the close of business on the Record Date will be entitled to receive notice of, and to vote at, the Meeting.

The Company is holding the Meeting in a virtual only format via live audio webcast where all shareholders, regardless of geographic location and equity ownership, will have an equal opportunity to participate at the Meeting and engage with directors and management of the Company as well as other shareholders. Shareholders will not be able to attend the Meeting in person. Only registered shareholders and duly appointed proxyholders (including any non-registered beneficial shareholder who has appointed themselves as proxyholder or representative) will be able to attend, participate and vote at the Meeting <https://web.lumiagm.com/202068662>, provided that they are connected to the internet and carefully follow the instructions set out in the Information Circular and the related proxy materials. Beneficial shareholders, being shareholders who hold their common shares through a broker, investment dealer, bank, trust company, custodian, nominee or other intermediary, who have not duly appointed themselves as proxyholder or as a representative will be able to attend the Meeting as a guest and listen to the live webcast of the Meeting, but will not be able to ask questions or vote online in real time. Further information is provided in the sections headed “*How do I Attend and Participate at the Meeting?*” and “*How do I ask a Question at the Meeting?*” in the accompanying Information Circular.

The Company is committed to keeping shareholders informed if the Meeting format, location, time or date needs to be changed. The Company will notify shareholders of a change in the format, location, time or date of the Meeting without sending additional soliciting materials or updating proxy-related materials by issuing a news release announcing such change in the date, time, location or format, filing the news release on SEDAR+; and informing all the parties involved in the proxy voting infrastructure (such as intermediaries, transfer agents, and proxy service providers) of the change.

As a shareholder of the Company, it is very important that you read the accompanying Information Circular and other Meeting materials carefully. They contain important information with respect to voting your shares and attending and participating at the Meeting.

Registered shareholders who are unable to attend the virtual Meeting (or if the Meeting is adjourned or postponed, any reconvened Meeting) are requested to date, sign and return the enclosed form of proxy.

To be used and acted upon at the Meeting, the form of proxy must be completed and deposited at the office of Odyssey Trust Company (“**Odyssey**”) as transfer agent by mail or hand-delivery to 350-409 Granville Street, Vancouver, British Columbia, V6C 1T2, by fax at 1-800-517-4553 or as otherwise set out in the instructions contained in the form of proxy, no later than 9:00 a.m. (Vancouver time) on December 10, 2024 or no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of any adjourned or postponed Meeting. Registered shareholders may also vote online or by mail by following the instructions found in the Information Circular and form of proxy.

Late proxies may be accepted or rejected at the discretion of the Chair of the Meeting. The Chair is under no obligation to accept or reject any particular late proxy. The time limit for deposit of proxies may be waived or extended by the Chair of the Meeting, at the Chair’s discretion, with or without notice.

Non-registered (beneficial) shareholders who hold common shares through a broker, investment dealer, bank, trust company, custodian, nominee or other intermediary may have an earlier deadline by which the intermediary or broker must receive voting instructions. Non-registered shareholders that hold common shares through an intermediary or broker and receive these materials through such intermediary or broker should complete and send the form of proxy or voting instruction form in accordance with the instructions provided by such intermediary or broker.

A shareholder who wishes to appoint a person (who need not be a shareholder and including if you are a non-registered shareholder and wish to appoint yourself as proxyholder to attend, participate and vote at the Meeting) other than the management nominees identified on the form of proxy or voting instruction form, to represent him, her or it at the Meeting may do so by inserting such person's name in the blank space provided in the form of proxy or voting instruction form and following the instructions for submitting such form of proxy or voting instruction form. Shareholders must then register such proxyholder, which is an additional step to be completed once you have submitted your form of proxy or voting instruction form in order for such proxyholder to virtually attend, ask questions and vote online in real time at the Meeting.

Failure to register a proxyholder will result in a proxyholder not receiving a Username, which will prevent such shareholder's proxyholder from being able to attend, participate or vote online at the Meeting. To register a proxyholder, shareholders **MUST** send an email to appointee@odysseytrust.com and provide Odyssey with their proxyholder's contact information, number of shares appointed, name in which the shares are registered if they are a registered shareholder, or name of broker where the shares are held if a beneficial shareholder, so that Odyssey may provide the proxyholder with a Username via email.

DATED at Vancouver, British Columbia, this 1st day of November 2024.

By Order of the Board of Directors

(signed) "Jennifer Twiner McCarron"

Jennifer Twiner McCarron
Chair and Chief Executive Officer