



TERRA FIRMA CAPITAL CORPORATION

Notice of Annual and Special Meeting of Shareholders

TAKE NOTICE that the Annual and Special Meeting (the “**Meeting**”) of the shareholders of TERRA FIRMA CAPITAL CORPORATION (the “**Corporation**”) will be held at 22 St. Clair Avenue East, Suite 200, Toronto, ON, on the 22nd day of June 2023 at the hour of 2:00 pm (Toronto time) for the following purposes:

1. TO RECEIVE the consolidated financial statements of the Corporation for the year ended December 31, 2022, and the report of the auditors thereon;
2. TO APPOINT auditors and to authorize the directors of the Corporation to fix their remuneration;
3. TO ELECT the directors of the Corporation for the ensuing year;
4. TO PASS an ordinary resolution ratifying the Corporation’s stock option plan; and
5. TO TRANSACT such other business as may properly come before the Meeting or any adjournment thereof.

A registered shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must have deposited his or her duly executed form of proxy not later than 2:00 p.m. (Toronto time) on June 20, 2023, or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the time of such adjourned Meeting, at the offices of Computershare Investor Services Inc., 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1 or as otherwise permitted pursuant to the instructions included on such form of proxy.

A form of proxy solicited by the management of the Corporation in respect of the Meeting is enclosed herewith, together with a copy of the management information circular of the Corporation relating to the Meeting.

The Meeting will also be audio-cast live at 2:00 pm (Toronto time) on June 22, 2023 and will be accessible at 1-877-366-9096 and Meeting ID: 6077. This call will be listen-only and callers will not be able to vote or speak at, or otherwise participate in, the Meeting via the conference call.

Shareholders are strongly encouraged to submit a form of proxy or voting instruction form in advance of the Meeting and not plan on attending the Meeting in person since, depending on the circumstances, the Corporation may not be able to accommodate in-person attendance by all or any eligible shareholders intending on doing so. Given the current circumstances, Terra Firma’s board of directors, auditors and other advisors do not plan to attend the Meeting in person.

DATED this 29th day of May 2023.

By Order of the Board

/s/ DOV MEYER

Dov Meyer
Executive Chairman