

FRX INNOVATIONS INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT an annual and special meeting (the “**Meeting**”) of the shareholders of FRX Innovations Inc. (the “**Corporation**”) will be held at Brookfield Place, 181 Bay Street, Suite 1800, Toronto, Ontario, M5J 2T9 on December 27, 2024 at 10:30 a.m. (Toronto time) and by teleconference at 1-437-703-7440 (Phone Conference ID: 593 231 082#), for the following purposes:

1. to receive the audited annual financial statements of the Corporation for the years ended December 31, 2023, December 31, 2022 and December 31, 2021, and the auditor’s report thereon;
2. to ratify the election of the directors of the Corporation for the financial years ended December 31, 2023 and December 31, 2022;
3. to fix the number of directors at four (4);
4. to elect the directors of the Corporation for the ensuing year;
5. to (i) ratify, approve and confirm the appointment of MNP LLP as the auditor of the Corporation for the financial years ended December 31, 2023 and December 31, 2022 and the fixing of the auditor’s remuneration for those years, and (ii) to appoint MNP LLP as auditor of the Corporation for the ensuing year and to authorize the board of directors of the Corporation (the “**Board**”) to fix the auditor’s remuneration;
6. to consider and, if thought advisable, to pass with or without variation, an ordinary resolution, the full text of which is included in the accompanying management’s information circular of the Corporation dated November 29, 2024 (the “**Circular**”), approving, ratifying, and confirming all acts, proceedings, contracts, appointments, elections, payments and by-laws, done, instituted, made and enacted by the directors and officers of the Corporation since the date of the last annual meeting of shareholders of the Corporation, being December 1, 2021, as the same are set out or referred to in the resolutions of the directors or in the financial statements or otherwise properly enacted, passed, made, done or taken, all as more fully described in the Circular;
7. to consider, and if thought advisable, to pass, with or without variation, an ordinary resolution, the full text of which is included in the Circular, to authorize and approve the voluntary delisting (the “**Delisting**”) of the Common Shares from the TSX Venture Exchange (the “**TSXV**”) if, and when, the Board, in its sole discretion, determines that such Delisting is in the best interests of the Corporation;
8. to consider and, if thought advisable, to pass with or without variation, a special resolution, the full text of which is included in the Circular, to authorize and approve the disposition of the Corporation’s wholly-owned subsidiary, FRX Polymers, Inc., all as more fully described in the Circular (the “**Proposed Transaction**”);
9. to consider and, if thought advisable, to pass with or without variation, a special resolution, the full text of which is included in the Circular, approving an amendment to the articles of the Corporation to change the name of the Corporation to “Fireside Diversified Corp.”, or such other name as may be accepted by the relevant regulatory authorities and approved by the Board, as more fully described in the Circular;
10. to consider and, if thought advisable, to pass with or without variation, a special resolution, the full text of which is included in the Circular, to authorize and approve the consolidation of the issued and outstanding common shares (“**Common Shares**”) by a ratio of 10:1, as more fully described in the Circular;
11. to consider and, if thought advisable, pass with or without variation, a special resolution, the full text of which is included in the Circular, authorizing the Corporation to make an application for the continuance of the Corporation under the *Business Corporations Act* (British Columbia); and

12. to transact such other business as may be properly brought before the Meeting or any postponement or adjournment thereof.

Further information relating to the items of business listed above is set forth in the Circular. The record date for determining the shareholders of the Corporation entitled to receive notice of and vote at the Meeting is November 11, 2024 (the “**Record Date**”). Only shareholders of record as of the close of business on the Record Date are entitled to notice of the Meeting and to vote at the Meeting and at any adjournment or postponement thereof.

As a shareholder of the Corporation, it is very important that you read the accompanying Circular and other Meeting materials carefully; they contain important information with respect to voting your shares in the Corporation and attending and participating in the Meeting.

IMPORTANT

It is desirable that as many Shareholders as possible be represented at the Meeting. Please complete the enclosed instrument of proxy and return it as soon as possible in the envelope provided for that purpose. To be valid, all instruments of proxy must be deposited with the Corporation’s transfer agent and registrar, Odyssey Trust Company: (a) by mail to the Proxy Department of Trader’s Bank Building, Suite 702, 67 Yonge Street, Toronto, ON M5E 1J8, (b) by facsimile to 1-800-517-4553, or (c) by voting online at <https://login.odysseytrust.com/pxlogin>, clicking on vote and entering their 12 digit control number by no later than 48 hours, excluding Saturdays, Sundays and statutory holidays in the City of Toronto, prior to the time of the Meeting or any postponement or adjournment thereof. Late instruments of proxy may be accepted or rejected by the Chair of the Meeting in his or her discretion but he or she is under no obligation to accept or reject any particular late instruments of proxy.

Shareholders who are unable to attend the Meeting in person are encouraged to listen to the Meeting via teleconference and to vote on the matters before the Meeting by submitting their proxies by mail, facsimile or online prior to the proxy submission deadline. If you are listening to the Meeting via the teleconference line, you will not be able to vote your shares or ask questions at the Meeting. Please make all possible efforts to vote your shares, by mail or online, as described above, prior to the proxy submission deadline.

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DATED at Toronto, Ontario this 29th day of November, 2024.

By order of the Board of Directors of FRX Innovations Inc.

(signed) “Marc Lebel”

Marc Lebel
Chief Executive Officer & Director