

STAGE CAPITAL CORP.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the annual general and special meeting (the "**Meeting**") of the shareholders of **STAGE CAPITAL CORP.** (the "**Company**") will be held at 1100 – 1111 Melville Street, Vancouver, British Columbia, on December 1, 2026, at 10:00 a.m. (Vancouver time) for the following purposes:

1. to receive the audited financial statements of the Company for the financial year ended December 31, 2025, together with the auditor's report thereon;
2. to set the number of directors to be elected at the Meeting at three (3) and to elect directors of the Company for the ensuing year;
3. to appoint the auditor of the Company for the ensuing year, at such remuneration as may be determined by the directors;
4. to consider, and if thought fit, to pass, with or without variation, a special resolution (the "**Amalgamation Resolution**"), the full text of which is set out in the accompanying information circular under the heading "Matters to be Acted Upon at the Meeting – Approval of the Amalgamation", approving the amalgamation agreement dated October 2, 2026, as amended October 19, 2026, among the Company, Avventura Resources Ltd. ("**Avventura**") and 1609957 B.C. Ltd. ("**Subco**"), a wholly-owned subsidiary of Avventura (the "**Amalgamation Agreement**"), a copy of which is attached as Schedule "A" to the accompanying information circular, and the amalgamation of the Company and Subco under the *Business Corporations Act* (British Columbia) (the "**BCBCA**"), pursuant to which, among other things, shareholders of the Company will receive one (1) common share of Avventura for every two (2) common shares of the Company held, all as more particularly described in the accompanying information circular; and
5. to transact such other business as may properly come before the Meeting or any adjournment thereof.

More detailed information regarding the matters proposed to be placed before the Meeting is set forth in the accompanying information circular of the Company dated October 20, 2026 (together with this Notice of Meeting, the "**Information Circular**").

Only shareholders of record at the close of business on October 6, 2026 (the "**Record Date**") are entitled to receive notice of and to attend and vote at the Meeting or any adjournment thereof, except that a shareholder (including a person who did not hold any shares on the Record Date) may vote shares transferred to it after that date if the shareholder produces properly endorsed share certificates evidencing the transfer or otherwise establishes that it owns the transferred shares, and demands, not later than 10 days before the Meeting, that the transferee's name be included before the Meeting in the list of shareholders eligible to vote.

If you are a registered shareholder of the Company and are unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company's transfer agent. **A proxy will not be effective for the Meeting or any adjournment thereof unless completed and received by the Company's registrar and transfer agent, Computershare Trust Company of Canada, at least 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time of the Meeting or adjournment.** Completed proxies may be delivered to Computershare Trust Company of Canada by mail, fax or hand delivery, at 320 Bay Street, 14th Floor, Toronto, ON M5H 4A6, fax (416) 263-9524 (Attention: Proxy Department). Registered shareholders may also give their proxy voting instructions by telephone at 1-866-732-VOTE (8683) or through the internet at www.investorvote.com using the 15-digit control number found on their personalized form of proxy enclosed with the Information Circular. **A person appointed as proxyholder need not be a shareholder.**

Right of Dissent. Pursuant to the BCBCA, registered shareholders of the Company have the right to dissent in respect of the Amalgamation Resolution and, if the Amalgamation becomes effective, to be paid the fair value of their shares in accordance with Division 2 of Part 8 of the BCBCA. **To exercise this right, a registered shareholder must send a written notice of dissent to the Company, at 1100 – 1111 Melville Street, Vancouver, British Columbia, V6E 3V6 (Attention: Corporate Secretary), so that it is received at least two days before the date of the Meeting (or any adjournment thereof), and must otherwise strictly comply with the dissent procedures described in the Information Circular.** The right to dissent is described under the heading "Dissent Rights" in the Information Circular, and the text of Division 2 of Part 8 of the BCBCA is set out in Schedule "B" to the Information Circular. Failure to strictly comply with the requirements set forth in Division 2 of Part 8 of the BCBCA may result in the loss of any right of dissent. **Beneficial owners of shares registered in the name of a broker, custodian, nominee or other intermediary who wish to dissent should be aware that only registered shareholders are entitled to dissent.**

As noted in the Information Circular and described in the notice-and-access notification sent to shareholders, the Company has elected to distribute the Information Circular through electronic access, as permitted by applicable securities laws, by posting the Information Circular on the internet at <https://merakicsi.ca/stage-capital-corp>. The Information Circular will remain on this website for one year from the date of posting and will also be available under the Company's issuer profile on SEDAR+ at www.sedarplus.ca.

If the Amalgamation is completed, a letter of transmittal (the "**Letter of Transmittal**") will be sent to registered shareholders holding physical share certificates on or about the completion of the Amalgamation. Such registered shareholders will need to complete and return the Letter of Transmittal, together with their share certificate(s) and any other required documents, in order to receive the Avventura shares to which they are entitled. Registered shareholders holding their shares in book-entry form through the direct registration system do not need to take any action.

DATED at Vancouver, British Columbia, this 20th day of October, 2026.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) Michael R. Mulberry

Michael R. Mulberry, President, Chief Executive Officer and Director
Stage Capital Corp.