

**INVESQUE INC.**  
**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that a special meeting (including any adjournments or postponements thereof, the “**Meeting**”) of the holders (the “**Shareholders**”) of the common shares (the “**Common Shares**”) of Invesque Inc. (the “**Corporation**”) will be held at the offices of the Corporation at 8701 E. 116<sup>th</sup> Street, Suite 260, Fishers, Indiana 46038 on November 26, 2024 at 11:00 a.m. (Eastern Time) for the following purposes:

1. to consider and, if deemed appropriate, to adopt, with or without amendment, a resolution (the “**Transaction Resolution**”) in the form attached as **Appendix A** to the management information circular (the “**Circular**”) accompanying this Notice of Special Meeting, approving:
  - (a) the exchange by certain funds (the “**Exchanging Magnetar Funds**”) managed by Magnetar Financial LLC of their class A preferred shares in the capital of the Corporation for 716,875,000 Common Shares (as may be equitably adjusted in accordance with the terms of the exchange agreement between the Exchanging Magnetar Funds and the Corporation) (the “**Preferred Share Exchange**”), all as more particularly described in the Circular; and
  - (b) the issuance of additional Common Shares pursuant to the exchange of the Corporation’s 7.00% convertible unsecured subordinated debentures due January 31, 2025 and the Corporation’s 8.75% convertible unsecured subordinated debentures due September 30, 2026 (collectively, the “**Debentures**”) for an aggregate of (i) 140,516,942 Common Shares (as may be equitably adjusted in accordance with the terms of the indentures governing the Debentures), and (ii) US\$27,300,000 principal amount of new unsecured subordinated debentures, all as more particularly described in the Circular; and
2. to transact such further or other business as may properly come before the Meeting or any adjournments or postponements thereof.

The accompanying Circular provides additional information relating to the matters to be dealt with at the Meeting and forms part of this Notice of Special Meeting.

The Board of Directors of the Corporation has established the record date for the Meeting as the close of business on October 25, 2024 (the “**Record Date**”). Only Shareholders of record at the close of business on the Record Date will be entitled to notice of the Meeting or any adjournment or postponement thereof, and to vote at the Meeting or any adjournment or postponement thereof or to appoint or revoke a proxy. No Shareholder becoming a Shareholder of record after the Record Date will be entitled to vote at the Meeting or any adjournment or postponement thereof. The quorum requirements of the Corporation’s articles will be satisfied by the presence in person or by proxy of one or more Shareholders who, in the aggregate, holds at least 10% of the issued Common Shares entitled to be voting at the Meeting.

Shareholders who are unable to be present in person at the Meeting are requested to sign, date, and return the enclosed proxy or voting instruction form in accordance with the instructions provided. Proxies to be used at the Meeting must be received by the Corporation’s transfer agent, Computershare Trust Company of Canada, Proxy Department, 8th Floor 100 University Ave., Toronto, Ontario M5J 2Y1 or by facsimile at 416-263-9524 (within the Toronto area) or toll-free at 1-866-732-8683 (outside the Toronto area), no later than 11:00 a.m. (Eastern Time) on November 22, 2024 and if the Meeting is postponed or adjourned, no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the commencement of any postponed or adjourned meeting.

If you have any questions or require more information with regard to voting your Common Shares please contact Investor Relations at [ir@invesque.com](mailto:ir@invesque.com) or 317-643-4017.

DATED October 28, 2024  
By order of the Board of Directors  
(Signed) “*Scott White*”  
Chairman of the Board