NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Dolphin Cove Limited will be held at Dolphin Cove, Belmont Road, Ocho Rios, St Ann on Wednesday 29 December 2021 at 2:30 p.m. for the following purposes:

1. To receive the report of the Directors and Financial Statements for the year ended 31 December 2020 and the

report of the Auditors thereon.

2. To re-elect the retiring Directors and to fix the remuneration of the Directors. The Directors retiring by rotation

pursuant to article 97 of the Company's Articles of Incorporation are Messrs Eduardo Albor Villanueva and Richard Downer, who, being eligible, offer themselves for re-election.

To consider and, if thought fit, pass the following resolutions:

(a) That the retiring director Mr Eduardo Albor Villanueva be and is hereby re-elected a director.

(b) That the retiring director Mr Richard Downer be and is hereby re-elected a director.

3. To authorise the Directors to fix the remuneration of the Auditors for the ensuing year. The Auditors, Messrs

KPMG, Chartered Accountants, have signified their willingness to continue in office pursuant to Section 154 of

the Companies Act.

Dated this 3rd day of June 2021

BY ORDER OF THE BOARD

Rhonda Goodison

Secretary

REGISTERED OFFICE

Belmont, Ocho Rios, St Ann

NOTES:

1. A member entitled to attend and vote at a General Meeting is entitled to appoint a proxy to attend and vote in

his stead. A proxy need not be a member of the Company. A suitable form of proxy is enclosed. **It must be lodged at the Company's registered office at least forty-eight hours before the time appointed for holding the meeting. The proxy form shall bear stamp duty of $100.00 before being signed. The stamp duty may be paid by adhesive stamp(s) to be cancelled by the persons executing the proxy.**

2. Pursuant the articles of incorporation, a corporate shareholder (member) may by resolution of its Directors

appoint a person (not a proxy) to attend and vote at the meeting.

FORM OF PROXY

**PROXY FORM**

I/We. . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . .

of. . . . . . . . . . . . . . . . . . . . . . . . . . .. . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . .

being the registered holder of . . . . . . . . . . . . . . . . . . . . . . . .ordinary shares in Dolphin Cove Limited,

hereby appoint. . . . . . . . . . . . . . . . . . . . . of ………………………………………………………………

or failing him….. . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . .of . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . .

as my proxy to attend and, on a poll, vote on my/our behalf at the annual general meeting of the

company to be held on Wednesday 29 December 2021, and at any adjournment thereof.

Dated this day of 2021

………………………………………………….

Signature of Member

**Please indicate in the spaces below how you wish your votes to be cast:**

 **For Against**

Resolution 1 – To receive the Directors’ Report and financial statements

Resolution 2(a) – To re-elect retiring director, Mr Eduardo Albor Villanueva

Resolution 2(b) – To re-elect retiring director, Mr Richard Downer

Resolution 3 – To authorise the directors to fix the auditors’ remuneration

**STAMP DUTY - $100.00**