



YOUR CREATIVE CAREER AWAITS

The Hub, 34 Lady Musgrave Road / Kingston 5 / Jamaica, W.I. / www.iCreateEDU.com /
876-649-5563

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the hybrid Extraordinary General Meeting (“EGM”) of iCreate Limited (“the Company”) is scheduled to be held on **Monday, November 28, 2022** at **2:00pm** at the Outpost Republic, 80 Lady Musgrave Road, Kingston 10, in the parish of Saint Andrew for the purposes of transacting the following business: -

Ordinary Resolutions

(Approving a proposed Exchange of Shares involving shares in the capital of the Company AND the Obtaining of Convertible Debt Financing)

WHEREAS:

- a. The Board of Directors of the Company has over time considered the benefits of an Exchange of Shares and raising debt and/or equity financing to enable it to partially complete the acquisition (the “**Acquisition**”) of Visual Vibe.Com Limited (“**Visual Vibe**”);
- b. On November 4, 2022, the Board of Directors of the Company passed a resolution, subject to the approval of the shareholders of the Company and any regulatory approval(s) that may be necessary, authorising the Company to consider raising up to Jamaican Dollar equivalent of **Two Million United States Dollars (US\$2,000,000.00)** being the balance required to close the Acquisition;
- c. On November 4, 2022, the Board of Directors of the Company passed a resolution, subject to the approval of the shareholders of the Company, authorising the issue of shares in the Company in favour of a special purpose vehicle (the “**designated SPV**”) designated by the shareholders of Visual Vibe thereby effecting an exchange of shares (the “**Exchange of Shares**”) between the Company and the shareholders of Visual Vibe, for a consideration of up to the Jamaican equivalent of **Two Million United States Dollars (US\$2,000,000.00)** which will be relied on in part to complete the Acquisition, at **One Jamaican Dollar (J\$1.00)** per share; and
- d. The Directors and the Company Secretary wish to be authorised to execute all steps and documents in order to implement and effectuate the proposed Exchange of Shares and certain convertible debt financing arrangements as proposed by the Directors.

BE IT RESOLVED THAT:

1. “The Company hereby confirms that the resolutions passed at the EGM held on August 25, 2022 concerning the approval of the shareholders of the Company, authorising the acceptance by the Company of convertible debt financing in an amount of **One Hundred Million Jamaican Dollars (J\$100,000,000.00)** and **Four Hundred Thousand United States Dollars (US\$400,000.00)** to be provided by Astronomical Holdings Limited and Kintyre Holdings Limited respectively on the terms and conditions stated therein, be set aside, rescinded and deemed set aside and rescinded, to the intent that these transactions shall not be proceeded with by the Company and the other transactional parties.”
2. “The Company hereby approves the acceptance by the Company of convertible debt financing by way of the Loans of **One Hundred Million Jamaican Dollars (J\$100,000,000.00)**; **Seventy Million Jamaica Dollars (\$70,000,000.00)**; **Three Hundred and Seventy Five Thousand United States Dollars (US \$375,000.00)**; **Fifty Million Jamaican Dollars (\$50,000,000.00)**; **Twenty Million Jamaican Dollars (J \$20,000,000.00)**; **Thirteen Million Jamaican Dollars (J\$13,000,000.00)**; **Ten Million Jamaican Dollars (J\$10,000,000.00)**; and **Five Million Jamaican Dollars (J\$5,000,000.00)** (collectively “**the Loans**”) to be provided by Astronomical Holdings Limited, JPS Pension Fund, Kintyre Holdings Limited,



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Victorial Mutual Investments Limited and / or Nominee, Kerry Spencer Young, Andrew Pairman, Dane Warren, and Jevaughn Clarke respectively with the intent that the Loans will be converted to Ordinary Shares at a conversion price of **One Jamaican Dollar (J\$1.00)** per share, made available for subscription"

3. "The Company hereby approves the Exchange of Shares as part of the authorised capital of ordinary shares for the purposes of raising capital for the benefit of the Company, towards the payment of the purchase price with respect to the Acquisition as the Directors and/or any duly appointed Committee of Directors shall deem fit and approve."
4. "The Company hereby approves the acceptance by the Company of the Exchange of Shares with the intent that the designated SPV will subscribe for the Ordinary Shares proposed to be made available for subscription pursuant to the Exchange of Shares up to the Jamaican Dollar equivalent of **Two Million United States Dollars (US\$2,000,000.00)** which will be relied on, in part, to complete the Acquisition.
5. "Any pre-emption rights to which existing shareholders of the Company may be entitled, howsoever arising, be and are hereby dis-applied for the purpose of the implementation of the Exchange of Shares and the obtaining and/or securing of the convertible debt financing hereinbefore described, in each case for the benefit of the Company."
6. "The Directors and the Company Secretary do execute all steps and documents and are hereby authorised to execute all steps and documents in order to implement and effectuate the Exchange of Shares and the obtaining and/or securing the convertible debt financing, in each case, as described in the Notice of Extraordinary General Meeting dated November 11, 2022, on terms and conditions as the Directors may consider expedient in their discretion, in consultation with the Arranger, VM Wealth Management Limited."

We invite our shareholders who are unable, or prefer not, to attend the EGM, to join via live stream at <https://www.icreateedu.com/investor> and appoint a proxy with their voting positions.

Additionally, shareholders may submit their questions by electronic mail **within forty eight (48) hours** prior to the EGM, to be reviewed and announced by the Corporate Secretary of the Board of Directors. Questions may be sent to corpsecretary@icreateedu.com. A member entitled to attend and vote at the EGM may appoint a proxy, who need not be a member to attend and so on a poll, vote on his/her behalf.

The proxy form must be lodged with the Company Registrar, Jamaica Central Securities Depository, 40 Harbour Street, Kingston **not less than forty eight (48) hours** prior to the EGM. A corporate shareholder may (instead of appointing a proxy) appoint a representative in accordance with Articles 75 and 76 of the Company's Articles of Incorporation.

Voting will be conducted electronically including before the meeting or by a proxy chosen from among the persons the company indicates will be physically present at the EGM.

Dated the 11th day of November 2022
BY ORDER OF THE BOARD OF DIRECTORS


DEMETRIE A. ADAMS
Corporate Secretary