

## EVERYBODY LOVES LANGUAGES CORP.

### Notice of Annual and Special Meeting of Shareholders

**NOTICE IS HEREBY GIVEN** that the Annual and Special Meeting of the Shareholders (the "**Meeting**") of Everybody Loves Languages Corp. ("**ELL**" or the "**Company**") will be held at the offices of Fogler, Rubinoff LLP located at 40 King Street West, Suite 2400, Toronto, Ontario M5H 3Y2, on Tuesday, March 3, 2026 at 10:00 a.m. (Eastern Time) for the following purposes:

1. to receive and consider the audited financial statements of the Company for the fiscal years ended December 31, 2024 and 2023, together with the report of the auditors thereon;
2. to elect five directors of the Company, to serve until the close of the next annual meeting of Shareholders or until their successors are elected or appointed;
3. to appoint the auditors of the Company for the ensuing fiscal year and to authorize the directors of the Company to fix the remuneration of the auditors;
4. to consider, and, if deemed appropriate, to approve, with or without amendment, a special resolution, the text of which is attached as Appendix A to the Management Information Circular accompanying this Notice of Meeting (the "**Circular**"), approving the amalgamation of the Company and ELL Ventures Ltd. ("**Privateco**") to form an amalgamated corporation, upon the terms and conditions provided for in the amalgamation agreement attached as Appendix B to the Circular (the "**Amalgamation**");
5. to consider and if deemed advisable, to approve, with or without variation, an ordinary resolution re-approving the Company's Equity Incentive Plan, the details of which are contained under the heading "Business of the Meeting – Re-Approval of Equity Incentive Plan" in the accompanying Circular; and
6. to transact such other business as may properly come before the Meeting, including any adjournment thereof.

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

The ELL Board has fixed 5:00 p.m. (Eastern Time) on Tuesday, January 27, 2026, as the record date for the purpose of determining which Shareholders of the Company are entitled to receive notice of, vote at and attend the Meeting.

It is desirable that as many common shares of ELL as possible be represented at the Meeting. Holders of common shares of ELL who are unable to be present in person at the Meeting are requested to complete, sign and date the enclosed form of proxy, and return it in the envelope provided for that purpose to the office of Computershare Investor Services Inc., Proxy Department (the "**Transfer Agent**") either in person, or by mail or courier, to 320 Bay Street, 14th floor, Toronto, Ontario, M5H 4A6. Shareholders may submit their proxies electronically by following the instructions set out on the form of proxy or voting instruction form, including through the Internet, using the control number provided. Shareholders may also vote by proxy by telephone by calling the toll-free number indicated on the form of proxy or voting instruction form and following the recorded instructions, using the control number provided. To be valid, all proxies must be dated, signed and received by Transfer Agent at its Toronto office no later than 10:00 a.m. (Eastern Time) on Friday, February 27, 2026, or, in the event that the Meeting is adjourned or postponed, at least 48 hours (excluding Saturdays, Sundays and statutory holidays in Ontario) prior to the commencement of the adjourned or postponed Meeting.

In order to receive the cash payable upon the completion of the Amalgamation, registered shareholders (other than Dissenting Shareholders and Privateco) must complete and sign the enclosed ELL Letter of Transmittal and return it, together with their share certificate(s) representing common shares of ELL and any other documents that the Transfer Agent may, in its discretion, request, be sent to the Transfer Agent on or before the second anniversary of the Effective Date (as defined in the Circular) in accordance with the procedure set out in the ELL Letter of Transmittal. If the Amalgamation is not completed, share certificate(s) delivered to the Transfer Agent will be returned to the

Shareholder. Further details regarding the deposit of share certificates with the Transfer Agent and the Transfer Agent's address are set out in the ELL Letter of Transmittal.

**Pursuant to section 185 of the Business Corporations Act (Ontario) (the "OBCA"), a registered shareholder may dissent in respect of the special resolution approving the Amalgamation. If the Amalgamation is completed, shareholders who have properly exercised their right of dissent by following the procedures set out in section 185 of the OBCA will be entitled to be paid the fair value of their common shares of ELL. This dissent right is summarized in Appendix E of the Circular, and the full text of section 185 of the OBCA is included as Appendix F of the Circular. Failure to strictly comply with the requirement of section 185 of the OBCA may result in the loss or unavailability of any right of dissent.**

**A copy of ELL's Audited Financial Statements, the Circular, the form of proxy, the letter of transmittal sent to registered shareholders, and a supplemental mail card are included with this Notice of Meeting pursuant to National Instrument 54-101.**

**DATED** at Toronto, Ontario, this 27<sup>th</sup> day of January, 2026.

**BY ORDER OF THE BOARD OF DIRECTORS**

*"Laurent Mareschal"*

Laurent Mareschal  
Chairman of the Independent  
Committee of the Board of  
Directors