

JESSY VENTURES CORP.

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON MONDAY, OCTOBER 4, 2021**

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (“**Shares**”) of Jessy Ventures Corp. (the “**Company**”) will be held at the Suite 605 – 815 Hornby Street, Vancouver, B.C., V6Z 2E6, at 9:30 a.m. (Vancouver time) on Monday, October 4, 2021, for the following purposes:

1. to receive the audited financial statements of the Company for the financial years ended April 30, 2021 and 2020, together with the notes thereto and the auditors’ report thereon;
2. to fix the number of directors to be elected at the Meeting at three (3);
3. to elect the board of directors of the Company (the “**Board**”) to hold office until the next annual meeting of the Shareholders or until their successors are duly elected or appointed;
4. to re-appoint the auditors for the ensuing year and to authorize the directors of the Company to determine the remuneration to be paid to the auditors;
5. to consider and, if deemed advisable, to approve, with or without variation, an ordinary resolution of the Shareholders, the full texts of which are set forth in the Information Circular, approving the following matters of business required to give effect to certain amendments to the TSX Venture Exchange’s Policy 2.4 – *Capital Pool Companies* (the “**New CPC Policy**”): approving the new stock option plan of the Company in the form set out as Schedule “A” to the Information Circular;
6. to consider and, if deemed advisable, to approve, with or without variation, an ordinary resolution of the Shareholders, the full texts of which are set forth in the Information Circular, approving the following matters of business required to give effect to certain amendments to the New CPC Policy: approving the removal of the consequences associated with the Company not completing a Qualifying Transaction (as that term is defined in the New CPC Policy) within 24 months of its listing date in accordance with the New CPC Policy;
7. to consider and, if deemed advisable, to approve, with or without variation, an ordinary resolution of the Shareholders, the full texts of which are set forth in the Information Circular, approving the following matters of business required to give effect to certain amendments to the New CPC Policy: authorizing the Company to make certain amendments to the Company’s escrow agreement to effect certain changes contemplated under the New CPC Policy;
8. to consider and, if deemed advisable, to approve, with or without variation, an ordinary resolution of the Shareholders, the full texts of which are set forth in the Information Circular, approving the following matters of business required to give effect to certain amendments to the New CPC Policy: authorizing and permitting the Company to pay any finders’ fee or commission to a Non-Arm’s Length Party (as that term is defined in the New CPC Policy) to the Company upon completion of the Qualifying Transaction, in accordance with the terms of the New CPC Policy; and
9. to transact any other business as may properly be brought before the Meeting or any adjournment(s) or postponement thereof.

The details of all matters proposed to be put before the Shareholders at the Meeting are set forth in the Information Circular of the Company accompanying this Notice of Annual General and Special Meeting.

In light of the rapidly evolving public health guidelines related to COVID-19, the Company asks Shareholders to consider voting their shares by proxy and not attend the Meeting in person.

Since the COVID-19 pandemic is evolving, the Company will continue to monitor and review provincial and federal governmental guidance and may implement measures to reduce the risk of spreading the virus at the Meeting. The Company will provide updates in respect of the Meeting by way of news release available from SEDAR at www.sedar.com, where copies of such news releases, if any, will be posted under the Company's profile.

A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment thereof in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment thereof. To be valid, the proxy must be received by Computershare Trust Company of Canada, Attention: Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in British Columbia) prior to the Meeting or any adjournment or postponement thereof. Registered Shareholders may also use the Internet (www.voteproxyonline.com) to vote their Common Shares.

If you are an unregistered shareholder of the Company and received these materials through your broker or another intermediary, please complete and return the form of proxy or voting instruction form provided to you by such broker or through another intermediary, in accordance with the instructions provided. Late forms of proxy may be accepted or rejected by the Chairman of the Meeting in his sole discretion and the Chairman is under no obligation to accept or reject any particular late form of proxy.

The form of proxy confers discretionary authority with respect to: (i) amendments or variations to the matters of business to be considered at the Meeting; and (ii) other matters that may properly come before the Meeting. As of the date hereof, management of the Company knows of no amendments, variations or other matters to come before the Meeting other than the matters set forth in this Notice of Annual General and Special Meeting. Shareholders who are planning on returning the accompanying form of proxy are encouraged to review the Information Circular carefully before submitting the proxy form.

The record date for determination of the Shareholders entitled to receive notice of and to vote at the Meeting is August 30, 2021 (the "**Record Date**"). Only the Shareholders whose names have been entered in the register of Common Shares on the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting.

DATED this September 1, 2021.

**BY ORDER OF THE BOARD OF DIRECTORS OF
JESSY VENTURES CORP.**

(signed) "Anthony Zelen"

Anthony Zelen
Chief Executive Officer
Jessy Ventures Corp.