

DINERO VENTURES LTD.
611 – 8th Street
Stewart, British Columbia V0T 1W0
Telephone: (250) 615-8892

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of the shareholders of DINERO VENTURES LTD. (the "**Company**") will be held at 15th Floor, 1111 West Hastings Street, Vancouver, British Columbia, on Wednesday, May 8, 2024, at the hour of 10:00 A.M. (Pacific time) for the following purposes:

1. to receive and consider the financial statements of the Company together with the auditor's report thereon for the financial year ended November 30, 2023.
2. to fix the number of directors at six (6).
3. to elect directors for the ensuing year.
4. to re-appoint the auditor for the ensuing year.
5. to consider and, if thought fit, to pass an ordinary resolution approving the Company's stock option plan, subject to regulatory approval, as more fully set forth in the Information Circular accompanying this notice.
6. to transact such further or other business as may properly come before the Meeting and any adjournments thereof.

The accompanying information circular provides additional information relating to the matters to be dealt with at the meeting and is deemed to form part of this notice.

The Board of Directors of the Company has by resolution fixed the close of business on April 3, 2024 as the record date for the meeting, being the date for the determination of the registered holders of common shares of the Company entitled to notice of and to vote at the meeting and any adjournment(s) thereof.

Completed forms of proxy must be deposited at the office of the Company's registrar and transfer agent, Computershare Trust Company of Canada, Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1 not later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the time of the meeting, unless the chairman of the meeting elects to exercise his discretion to accept proxies received subsequently.

Non-registered shareholders who receive these materials through their broker or other intermediary are requested to follow the instructions for voting provided by their broker or intermediary, which may include the completion and delivery of a voting instruction form.

DATED this 3rd day of April, 2024.

BY ORDER OF THE BOARD

"Edward Kruchkowski"
Edward Kruchkowski
President and Chief Executive Officer