



## NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

**TAKE NOTICE** that an Annual and Special Meeting (the “Meeting”) of the Shareholders of Minerva Intelligence Inc. (the “Company”) will be held in the Boardroom of Owen Bird Law Corporation, 29<sup>th</sup> Floor, 595 Burrard Street, Vancouver, British Columbia, on **Thursday, December 3, 2020**, at 11:00 a.m. (Vancouver time). In the event the Company decides to change the date, time, location and/or format of the Meeting to electronic or virtual as part of the efforts to reduce the spread of COVID-19, the Company will issue a press release announcing the change and take all reasonable steps necessary to inform all parties involved in the proxy infrastructure, including intermediaries and the Company’s transfer agent, of the change. The Company encourages all shareholders to vote by proxy and also to monitor the Company’s profile on SEDAR for any changes to Meeting arrangements. The Meeting will be held for the following purposes:

1. To receive the audited financial statements of the Company for the financial year ended December 31, 2019 together with the auditor’s report thereon.
2. To re-appoint Baker Tilly WM LLP, Chartered Professional Accountants, as auditors of the Company for the ensuing year and to authorize the directors to fix the auditor’s remuneration.
3. To elect directors of the Company for the ensuing year.
4. To consider and, if deemed advisable, to pass an ordinary resolution authorizing the Company to amend the exercise price of stock options previously granted to certain insiders of the Company, as more particularly set forth in the accompanying Information Circular.
5. To approve by ordinary resolution the renewal of the Company’s 10% rolling stock option plan, as more particularly set out in the accompanying Information Circular.
6. To transact such other business as may be brought before the Meeting.

Accompanying this Notice is an Information Circular dated October 6, 2020, a form of proxy or voting instruction form, and a reply card for use by shareholders who wish to receive the Company’s interim and/or annual financial statements. The accompanying Information Circular provides information relating to the matters to be addressed at the meeting and is incorporated into this Notice.

**Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.**

**Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.**

**DATED** at Vancouver, British Columbia, this 6<sup>th</sup> day of October, 2020.

ON BEHALF OF THE BOARD

*“Scott Tillman”*

Scott Tillman  
Chief Executive Officer