

AUDREY CAPITAL CORPORATION

Suite 905 – 1111 W. Hastings Street

Vancouver, B.C. V6E 2J3

Telephone: +1 604 638-2545

NOTICE OF ANNUAL GENERAL & SPECIAL MEETING

NOTICE is hereby given that the Annual General & Special Meeting (the “**Meeting**”) of the shareholders of Audrey Capital Corporation (“**Audrey**” or the “**Company**”) will be held at Suite 905 – 1111 W. Hastings Street, Vancouver, British Columbia, on the 23rd day of May, 2023, at 10:00 am (Pacific Time) for the following purposes:

1. To receive and consider the Audited Financial Statements for the fiscal year ended December 31, 2022, together with Auditor’s Report thereon
2. To fix the number of Directors for the ensuing year at four (4).
3. To elect Directors for the ensuing year.
4. To appoint Davidson & Company LLP as auditors for the ensuing year and to authorize the Directors to fix the remuneration to be paid to the Auditors.
5. To ratify, confirm and approve the Company’s 10% Rolling Stock Option Plan.

The record date for the Meeting is April 18, 2023. The record date is the date for the determination of the Registered Shareholders of Common Shares entitled to receive notice of, and to vote at, the Meeting and any adjournment or postponement thereof.

Copies of the Company’s annual and interim financial statements and MD&A are available under the Company’s profile on SEDAR at www.sedar.com.

We value your opinion and participation in the Meeting as a shareholder. Please review the accompanying Information Circular before voting as it contains important information about the Meeting. It is important that you exercise your vote, either in person at the Meeting, by telephone, on the internet or by completing and returning the enclosed form of proxy or voting instruction form. Any proxies to be used or acted on at the Meeting must be deposited with the Company’s registered office or transfer agent by 10:00 am (Pacific time) on May 19, 2023, or no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of any adjourned or postponed Meeting.

DATED at Vancouver, British Columbia, this 18th day of April, 2023.

By Order of the Board of Directors

AUDREY CAPITAL CORPORATION

“Ian Slater”

Ian Slater, CEO