

**CICADA VENTURES LTD.
401-850 West Hastings Street
Vancouver, B.C. V6C 1E1**

NOTICE OF ANNUAL GENERAL MEETING OF MEMBERS

TAKE NOTICE that the Annual General Meeting of Members of Cicada Ventures Ltd., (the "Company") will be held at Suite 460-850 West Hastings Street, Vancouver, British Columbia, on:

July 5, 2019

at the hour of 7:00 o'clock in the forenoon (Vancouver time) for the following purposes:

1. to receive and approve the Report of the Directors;
2. to receive and approve the financial statements of the Company for its fiscal year ended January 31, 2019 and the report of the Auditors thereon;
3. to fix the number of Directors at three;
4. to elect Directors for the ensuing year;
5. to appoint Saturna Group Chartered Accountants LLP or such other Chartered Accountants as the Company's directors may determine as auditors and to authorize the Directors to fix their remuneration;
6. to authorize and approve the granting or amending of stock options to insiders of the Company, and/or its subsidiaries, as described in the attached Information Circular;
7. (a) to consider, and if thought fit, to pass a Special Resolution authorizing the Company to consolidate all of its common shares from 400,000,000 common shares without par value, of which 288,262,772 shares are issued and outstanding to 200,000,000 common shares without par value, of which 144,131,386 common shares will be issued and outstanding, every two of such shares being consolidated into one share without par value or such other ratio as the Company may resolve;

(b) to consider, and if thought fit, to pass a Special Resolution changing the name of the Company from Cicada Ventures Ltd. to Consolidated Cicada Ventures Ltd., or such other name as the Company's directors may resolve;
8. (a) to consider, and if thought fit, to pass a Special Resolution increasing the number of shares which the Company is authorized to issue from 200,000,000 common shares without par value to 400,000,000 common shares without par value;

(b) to consider, and if thought fit, to pass a Special Resolution altering the Memorandum and Articles of the Company to give effect to the foregoing resolutions;
9. to consider and if thought fit to authorize the directors to enter into a share placement of up to 100,000,000 common shares (or in excess thereof);
10. to transact any other business which may properly come before the Meeting, or any adjournment thereof.

Accompanying this Notice are an Information Circular and Proxy.

A member entitled to vote at the Meeting is entitled to appoint a proxy to attend and vote in his stead. If you are unable to attend the Meeting in person, please date, execute, and return the proxy within the time set out in the proxy.

DATED at Vancouver, British Columbia, this 29th day of May, 2019.

ON BEHALF OF THE BOARD OF DIRECTORS

"Sammy Cheng"
PRESIDENT

