

PONDEROUS PANDA CAPITAL CORP.

2300 – 1066 West Hastings Street
Vancouver, BC V6E 3X2

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of shareholders of Ponderous Panda Capital Corp. (the “Corporation”) will be held at **10.00 a.m. (PST), on Wednesday, December 19, 2018, at 2300 – 1066 West Hastings Street, Vancouver, BC, V6E 3X2** in order that the following ordinary resolutions be passed:

1. To receive and consider the audited financial statements of the Company for the fiscal year ended December 31, 2017, and the Auditor’s Report thereon.
2. To elect Directors for the ensuing year and to fix the number of Directors for the ensuing year at seven (7).
3. To appoint Davidson & Company Chartered Accountants as the Company’s Auditor for the ensuing year and to authorize the Directors to fix the remuneration to be paid to the Auditor.
4. To consider, and if thought fit, to reapprove the company’s 10% “rolling” stock option plan.
5. To transact such other business as may properly be transacted at the Meeting or at any adjournment.

Accompanying this Notice is an Information Circular and Proxy with notes to Proxy.

A shareholder who is unable to attend the Meeting in person and who wishes to ensure that such shareholder’s shares will be voted at the Meeting is requested to complete, date and sign the enclosed form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the information circular.

The enclosed Proxy is solicited by Management and you may amend it, if you so desire, by striking out the names listed therein and inserting in the space provide the name of the person you wish to represent you at the Meeting.

DATED at Vancouver, British Columbia, this 20th day of November, 2018.

BY ORDER OF THE BOARD

“David W. Smalley”

David W. Smalley
President, CEO & Director