ICARUS CAPITAL CORP.
4988 Duncliffe Road
Richmond, BC V7E 3N1

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the "Meeting") of the shareholders of Icarus Capital Corp. (the "Company") will be held virtually on Tuesday June 29, 2023, at 10:00 A.M (PST) to consider resolutions as noted below.

The Company is offering Shareholders the option to listen and participate (but not vote) at the Meeting in real time by conference call as follows:

Please click the link below to join the Meeting at the appropriate time:

https://us06web.zoom.us/j/84440429470?pwd=bmVpdVBScVhnbVRSY2JRZTdRYk9RUT09

Meeting ID: 844 4042 9470
Passcode: aLtY2N

Shareholders are urged to vote on the matters before the Meeting by proxy, which proxy can be submitted electronically or by mail as described in the accompanying Information Circular.

Shareholders who intend to attend the meeting must **submit votes by Proxy ahead of the proxy deadline of 10:00 a.m.(Pacific Time) on June 27, 2023.** Attendance by ZOOM conference allows Shareholders to listen to, but not to vote at, the Meeting.

The Meeting is to be held to consider resolutions for the following purposes:

1. To receive the comparative financial statements of the Company for the financial year ended December 31, 2022, together with the report of the auditor thereon;
2. To set the number of directors at five;
3. To elect directors for the ensuing year;
4. To appoint D&H Group LLP, Chartered Professional Accountants, as auditors of the Company for the ensuing year and to authorize the directors to determine the remuneration to be paid to the auditors; and
5. to pass, with or without variation, an ordinary resolution approving the Company's Stock Option Plan.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting. No other matters are contemplated, however any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

The consolidated audited financial statements for the year ended December 31, 2022, the report of the auditor and the related management discussion and analysis are available on www.sedar.com.

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 by hand, fax or by mail 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 and in the Information Circular to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account, you are a non-registered shareholder.

DATED at Vancouver, British Columbia May 25, 2023.

BY ORDER OF THE BOARD OF DIRECTORS

ICARUS CAPITAL CORP.

/s/ "Garry Yuill"

GARRY YUILL
Chief Executive Officer