

VISIONSTATE CORP.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (“**Shares**”) of Visionstate Corp. (the “**Corporation**”) will be held Friday, October 2, 2020 at 10:00 a.m. for the following purposes:

1. to receive the audited financial statements of the Corporation for the financial years ended September 30, 2017, September 30, 2018 and September 30, 2019, together with the auditors' report thereon;
2. to appoint RSM Alberta LLP, as auditors and to authorize the board of directors to fix the auditors' remuneration;
3. to fix the size of the board of directors at six (6) members;
4. to elect the board of directors to serve until the next annual meeting of the Shareholders or until their successors are duly elected or appointed;
5. to consider and, if thought advisable, to pass, with or without amendment, an ordinary resolution to approve a stock option plan attached as Schedule C to this Information Circular whereby a maximum of ten (10%) percent of the Corporation’s issued and outstanding Shares will be reserved for issuance from time to time;
6. to consider and, if thought advisable, to pass, with or without amendment, an ordinary resolution to approve the 100% purchase of Exceed Solar Inc., subject to regulatory approval and subject to financing, in consideration of the conversion of the \$200,000 debenture loan owed the Corporation by Exceed Solar Inc. AND \$200,000 paid by the issuance of 2,000,000 common shares of the Corporation at a price of \$0.10 per Common Share (less any interest owed on the loan to be calculated up to and including date of purchase) AND \$100,000 in cash for a total consideration of \$500,000, the full details of which is set forth in the accompanying Management Information Circular; and
7. to transact such other business as may properly be brought before the Meeting, or any adjournment or adjournments thereof.

Specific details of the matters proposed to be put before the Meeting are set forth in the Information Circular, which Information Circular forms a part of this notice.

Each person who is a Shareholder of record at the close of business on August 28, 2020 (the “**Record Date**”), will be entitled to notice of, and to attend and vote at, the Meeting provided that, to the extent a Shareholder as of the Record Date transfers the ownership of any Shares after such date and the transferee of those Shares establishes that the transferee owns the Shares and demands, not later than 10 days before the Meeting, to be included in the list of Shareholders eligible to vote at the Meeting, such transferee will be entitled to vote those Shares at the Meeting.

OF NOTE: The AGM will be held exclusively through Google Meets conferencing as a consequence of the COVID-19 pandemic. Shareholders are invited to participate using the following log in information:

Meeting details:

Topic: Visionstate AGM

Time: Oct 2, 2020 10:00 AM Edmonton