

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, 2018 and September 30, 2019, together with the auditors' report thereon;
2. to appoint RSM Canada, Chartered Accountants, 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 B 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 vote on acceptance of the acquisition of Exceed Solar Inc., in consideration of \$200,000 of debenture loan owed to Visionstate Corp by Exceed Solar AND 200,000 common shares of Visionstate Corp., at a fixed priced of 0.10 cents per common share (2,000,000 shares) minus any interest owed on the loan owing to be calculated up to and including date of purchase, AND \$100,000 in cash for a total price of \$500,000.
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 through Zoom 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

Join Zoom Meeting

<https://zoom.us/j/99766540951?pwd=dmFNZnM3SUxCWHVxS1dRtVhwdGV1Zz09>

Meeting ID: 997 6654 0951

Passcode: 716380

One tap mobile

+19292056099,,99766540951#,,,,,0#,,716380# US (New York)

+12532158782,,99766540951#,,,,,0#,,716380# US (Tacoma)

Dial by your location

+1 929 205 6099 US (New York)

+1 253 215 8782 US (Tacoma)

+1 301 715 8592 US (Germantown)

+1 312 626 6799 US (Chicago)

+1 346 248 7799 US (Houston)

+1 669 900 6833 US (San Jose)

Meeting ID: 997 6654 0951

Passcode: 716380

Find your local number: <https://zoom.us/j/99766540951>

Edmonton, Alberta
August 22, 2020

By Order of the Board Of Directors
(Signed) "John A. Putters"
President, Chief Executive Officer and Director

*Shareholders who are unable to attend the Meeting in person are requested to **COMPLETE AND SIGN THE ACCOMPANYING FORM OF PROXY** and forward it in the enclosed envelope to Computershare, Attention: Proxy Department, 530 – 8th avenue SW, Calgary, Alberta, T2P 3S8, not later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or any adjournment or adjournments thereof, as applicable, in order for such proxy to be used at the Meeting, or any adjournment or adjournments thereof.*