

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 Wednesday, July 31, 2024 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, 2023 together with the auditors' report thereon;
2. to appoint Kenway Mack Slusarchuk and Stewart LLP, (KMSS LLP) 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 five (5) 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 transact such other business as may properly be brought before the Meeting, or any adjournment or adjournments thereof.
7. to consider and approve the creation of a new control person, an individual holding more than 20% of the outstanding shares of Visionstate Corp.

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 June 28, 2024 (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 conferencing. Shareholders are invited to participate using the following log in information:

Meeting details:

Topic: Visionstate AGM

Visionstate AGM

Tuesday, December 5 · 10:00 – 11:00am

Time zone: America/Edmonton MST

Google Meet joining info

Video call link: Visionstate AGM

Wednesday, July 31 · 10:00 – 11:00am

Time zone: America/Edmonton

Google Meet joining info

Video call link: <https://meet.google.com/pxg-ymta-oxx>

Or dial: (CA) +1 647-733-1451 PIN: 293 492 458#

More phone numbers: <https://tel.meet/pxg-ymta-oxx?pin=6486443837588>

Or dial: (CA) +1 226-317-8810 PIN: 674 693 860#

More phone numbers: <https://tel.meet/qci-ecab-qqq?pin=3145479881501>

When

Wednesday, July 31, 2024 · 10am – 12pm (Mountain Time - Edmonton)

Edmonton, Alberta
June 28, 2024

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 the attention of **Computershare Trust Company of Canada, Proxy Department., 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, 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.***