

ESE ENTERTAINMENT INC.

ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of the shareholders of ESE Entertainment Inc. (the “**Company**”) will be held at 11:00 a.m. PST on Wednesday, December 6, 2023, at 6th Floor – 905 West Pender Street, Vancouver, BC V6C 1L6 for the following purposes:

1. to receive the audited financial statements of the Company for the fiscal year ended October 31, 2022, together with the auditor’s report thereon;
2. to set the number of directors at four (4);
3. to elect directors for the ensuing year;
4. to appoint Crowe MacKay LLP as the auditor for the Company for the ensuing year and to authorize the directors to fix their remuneration;
5. to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution to approve the Company’s equity incentive plan as more particularly described in the information circular (the “**Circular**”) which is attached to this Notice of Meeting; and
6. to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

The specific details of the matters proposed to be put before the Meeting are set forth in the Circular, which is attached to this Notice of Meeting. Shareholders may be asked to consider other items of business that may be properly brought before the meeting.

Accompanying the Notice of Meeting is a proxy or voting instruction form (“**VIF**”), as applicable, enabling you to vote at the Meeting. Please review the Circular prior to voting.

Shareholders are encouraged to vote on the matters before the Meeting by proxy.

Dated at Vancouver, British Columbia, this 31st day of October, 2023

ON BEHALF OF THE BOARD OF DIRECTORS,

“Konrad Wasiela”

Konrad Wasiela
CEO and Director