

AVALON WORKS CORP.
NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON DECEMBER 23, 2019

NOTICE IS HEREBY GIVEN THAT the annual general and special meeting (the “**Meeting**”) of the shareholders (“**Shareholders**”) of Avalon Works Corp. (“**Avalon**” or the “**Corporation**”) will be held on December 23, 2019 at 2:00 pm (EST), at the offices of the counsel of the Corporation at 800 Square Victoria, 43rd Floor, Montreal, QC, H4Z 1H1, for the following purposes:

1. to receive the audited financial statements of the Corporation for the financial years ended August 31, 2018 and August 31, 2017 and the reports of the auditors thereon;
2. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution to fix the number of directors at six (6) and to re-elect Michael Paul Clemann and newly elect Michel Lebeuf, Andrew O’Neil, Éric Latrémouille, Véronique Laberge and Sabrina Lesage as the directors of the Corporation to hold office until the next meeting of Shareholders held for the purpose of electing Directors or until their successors are otherwise appointed;
3. to ratify and to approve, if deemed advisable, all acts and deeds of directors, acting in good faith on behalf of the Corporation since the date of the last Annual General Meeting;
4. to appoint the auditors and authorize the directors to fix their remuneration;
5. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution to approve the Corporation’s audit committee charter;
6. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution to approve the Corporation’s stock option plan;
7. to consider and, if deemed advisable, to pass a special resolution to give authority to the Corporation’s board of directors to proceed to a debt settlement;
8. to consider and, if deemed advisable, to pass a resolution to give authority to the Corporation’s board of directors to give effect to a consolidation of all of the issued and outstanding common shares of the Corporation on the basis of up to one (1) new common share of the Corporation for a hundred (100) existing common shares of the Corporation and left up to the Board’s discretion; and

9. to transact such other business as may properly be brought before the Meeting and at any adjournment thereof. The management proxy circular for proxy solicitations provides detailed information on the items that will be brought before the Meeting and is therefore to be considered as forming a part of this notice.

Shareholders unable to attend the Meeting in person should complete the proxy with the name of the person they wish to represent them at the Meeting.

The directors have fixed the close of business on November 22, 2019, as the record date for determination of shareholders entitled to notice of and the right to vote at the Meeting, either in person or by proxy, in accordance with and subject to the provisions of applicable laws.

Montreal, November 25, 2019

BY ORDER OF THE BOARD OF DIRECTORS

Michael Paul Clemann, President, CEO and CFO