
NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD **AUGUST 26, 2021**

NOTICE IS HEREBY GIVEN that the **Annual General and Special Meeting** (the “**Meeting**”) of Smooth Rock Ventures Corp. (the “**Company**”) will be held in the **Boardroom at Suite 220 - 145 Chadwick Court, North Vancouver, British Columbia**, on **Thursday, August 26, 2021, at 10:00 a.m.** (Pacific Time) for the following purposes:

1. To receive the audited financial statements of the Company for the financial years ended December 31, 2019 and December 31, 2020, together with the auditor’s report thereon;
2. To fix the number of directors for the ensuing year at four (4);
3. To elect directors for the ensuing year;
4. To appoint Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants, as the Company’s auditor for the ensuing year, and to authorize the directors to fix the remuneration to be paid to the auditor;
5. To consider and, if thought fit, pass an ordinary resolution to approve and adopt the 2021 stock option plan, as more particularly described in the accompanying management information circular; and
6. To transact such further and other business as may be properly brought before the Meeting and any adjournment or postponement thereof.

The accompanying management information circular (the “**Information Circular**”) provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. No other matters are contemplated, however, any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such further and other business as may properly come before the Meeting or any adjournment or postponement thereof. Accompanying this Notice is a (i) form of proxy or voting instruction form, and (ii) financial statements request form.

NOTICE OF CAUTION CONCERNING COVID-19 OUTBREAK

As at the date of this Notice and the accompanying Information Circular it is the intention of the Company to hold the Meeting at the location stated above in this Notice.

The Company is continuously monitoring development of the current coronavirus outbreak (“COVID-19”) and evolving public health guidelines. The Company asks that, in deciding whether to attend the Meeting in person, Shareholders consider the advice of the federal Public Health Agency of Canada (PHAC) (<https://www.canada.ca/en/public-health.html>), the Government of British Columbia (<https://www2.gov.bc.ca/gov/content/home>), the City of North Vancouver (<https://www.cnv.org/>), as well as review and follow the instructions of any regional health authorities of the Province of British Columbia, including the Vancouver Coastal Health Authority, the Fraser Health Authority and any other health authority holding jurisdiction over the areas you must travel through to attend the Meeting.

Please do not attend the Meeting in person if you are experiencing any of the described COVID-19 symptoms, or if you or someone with whom you have been in close contact has travelled to/from outside of Canada within the 14 days immediately prior to the Meeting. The Company strongly encourages Shareholders to vote their shares prior to the Meeting following the instructions set out in the form of proxy or voting instruction form received by such Shareholders.

The Company may take additional precautionary measures in relation to the Meeting in response to further developments with the COVID-19 pandemic. In the event it is not possible to hold the Meeting in person, the Company will announce alternative arrangements for the Meeting as promptly as practicable, which may include holding the Meeting entirely by electronic means, telephone or other communication facilities.

The board of directors of the Company (the “**Board**”) has fixed the close of business on July 8, 2021, as the record date for the determination of the Shareholders entitled to receive notice of, and to vote at, the Meeting. Only Shareholders whose names have been entered in the register of shareholders as at the close of business on July 8, 2021, will be entitled to receive notice of, and to vote at, the Meeting. Shareholders are entitled to vote at the Meeting either in person or by proxy, as described in the Information Circular under the heading “*Section 2 – Proxies and Voting Rights*”. For information with respect to Shareholders who own their shares through an intermediary, see “*Section 2 – Proxies and Voting Rights – Advice to Beneficial Shareholders*” in the Information Circular.

In order to streamline the Meeting process, the Company encourages Shareholders to vote in advance of the Meeting using the form of proxy or voting instruction form provided with the Meeting materials and submitting them no later than August 24, 2021, at 10:00 a.m. (Pacific Time), the cut-off time for deposit of proxies prior to the Meeting, or such earlier time as may be directed in the form.

DATED at Vancouver, British Columbia, this **8th** day of **July, 2021**.

BY ORDER OF THE BOARD OF DIRECTORS:

/s/ Alan Day
Alan Day
Chief Executive Officer, President and Director

Registered shareholders unable to attend the Meeting are requested to date, sign and return their form of proxy in the enclosed envelope or to vote by telephone or using the internet in accordance with the instructions on the proxy form. If you are a non-registered shareholder of the Company and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or by the other intermediary. Failure to do so may result in your shares not being eligible to be voted by proxy at the Meeting.