

VENERABLE VENTURES LTD.

Suite 600 - 666 Burrard Street
Vancouver, BC V6C 2X8
Telephone: 604-689-9600

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of Venerable Ventures Ltd. (the “**Company**”) will be held at Suite 1100 - 1111 Melville Street, Vancouver, BC V6E 3V6, on Wednesday, October 28, 2020, at the hour of 11:30 a.m. (Vancouver time) for the following purposes:

1. to receive the audited financial statements of the Company for the fiscal years ended March 31, 2017, 2018, 2019 and 2020, together with the report of the auditors thereon;
2. to set the number of directors of the Company for the ensuing year at four (4) persons;
3. to elect David Tupper, Marilyn Miller, Glen Dickson and Alan MacDonald as directors of the Company;
4. to appoint A.R.T. Tax & Audit, Chartered Professional Accountants, as the auditors of the Company for the fiscal year ending March 31, 2021 and to authorize the directors of the Company to fix the remuneration to be paid to the auditors for the fiscal year ending March 31, 2021;
5. to ratify, confirm and approve the appointment of A.R.T. Tax & Audit, as the auditors of the Company for the fiscal years ending 2019 and 2020, and to ratify and approve the remuneration authorized to be paid to the auditors for the fiscal year ending March 31, 2019 and 2020;
6. to ratify, confirm and approve the appointment of Dale Matheson Carr-Hilton Labonte LLP, as the auditors of the Company for the fiscal years ending 2018 and 2017, and to ratify and approve the remuneration that was authorized to be paid to the auditors for the fiscal year ending March 31, 2018 and 2017;
7. to consider and, if thought fit, to pass an ordinary resolution to ratify the Company’s Stock Option Plan, as described in the accompanying information circular (the “**Information Circular**”); and
8. to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

The Company’s board of directors has fixed September 23, 2020 as the record date (the “**Record Date**”) for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please vote by proxy by following the instructions provided in the form of proxy, at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a retirement savings plan, retirement income fund, education savings plan or other similar savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (an “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

Dated at Vancouver, British Columbia as of this 23rd day of September, 2020.

By Order of the Board of Directors of VENERABLE VENTURES LTD.

“Marilyn Miller”

Chief Financial Officer, Director