

VENERABLE VENTURES LTD.
Suite 3123 – 595 Burrard Street,
PO Box 49139, Three Bentall Centre
Vancouver, British Columbia, V7X 1J1
Tel: (604) 609-6110 / Fax: (604) 609-6145

**NOTICE OF ANNUAL GENERAL AND SPECIAL
MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of Venerable Ventures Ltd. (the “**Company**”) will be held at Suite 3123 – 595 Burrard Street, Vancouver, BC, V7X 1J1, on Monday, January 31, 2022, at 10:00 a.m. (Vancouver time) for the following purposes:

1. To receive and consider the audited financial statements of the Corporation for the fiscal year ended March 31, 2021, together with the report of the auditors thereon.
2. To fix the number of directors of the Company for the ensuing year at four (4) persons.
3. To elect directors for the ensuing year.
4. To appoint Harbourside CPA LLP, Chartered Professional Accountants, as the auditor of the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor.
5. To approve the adoption of a new Stock Option Plan, as more particularly described in the accompanying management information circular of the Corporation dated December 22, 2021 (the “**Information Circular**”).
6. To approve the adoption of a new set of articles of the Corporation, in accordance with the *Business Corporations Act* (British Columbia), as more particularly described in the Information Circular.
7. To transact such other business as may properly be transacted at the Meeting or at any adjournment thereof.

An information circular, containing details of matters to be considered at the Meeting, accompanies this notice.

A shareholder who is unable to attend the Meeting in person and who wishes to ensure that such shareholder’s shares will be voted at the Meeting is requested to complete, date and sign the enclosed form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the information circular. As set out in the notes, the enclosed proxy is solicited by management and you may amend it, if you so desire, by striking out the names listed therein and inserting in the space provided the name of the person you wish to represent you at the Meeting.

DATED at Vancouver, British Columbia, this 22nd day of December, 2021.

BY ORDER OF THE BOARD OF DIRECTORS

“*Alan MacDonald*”

Alan MacDonald,
President, Chief Executive Officer
and a Director of the Company