

**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 Wednesday, March 1, 2023, at 10:00 a.m. (Vancouver time) for the following purposes:

1. To receive and consider the audited financial statements of the Company for the fiscal year ended March 31, 2022, 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 reappoint 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 Company’s rolling stock option plan as amended in accordance with the new TSXV Policy 4.4 (the “**Amended Plan**”), and as more fully described in the Management Information Circular;
6. 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 25<sup>th</sup> day of January, 2023.

BY ORDER OF THE BOARD OF DIRECTORS

*“Alan MacDonald”*

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