

FREQUENCY EXCHANGE CORP.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE is given that the Annual General Meeting of Shareholders (the “**Meeting**”) of Frequency Exchange Corp. (the “**Company**”) will be held at 1055 West Georgia Street, Suite 2050, Vancouver, BC V6E 3P3, on Tuesday, July 25, 2023 at 10:00 a.m. (Vancouver time) for the following purposes:

1. To receive the Company’s audited financial statements for the financial year ended December 31, 2022 and the auditor’s report thereon;
2. To fix the number of directors for the ensuing year at five and to elect directors for the ensuing year;
3. To appoint MNP LLP, Chartered Professional Accountants, as the Company’s auditor for the ensuing fiscal year and to authorize the directors to set the auditor’s remuneration;
4. To approve and adopt, by ordinary resolution, the 2023 Stock Option Plan, as more particularly described in the accompanying Information Circular;
5. To approve, by ordinary resolution of disinterested shareholders, the re-pricing of stock options, as more particularly described in the accompanying Information Circular; and
6. To transact such other business as may be brought before the Meeting or any adjournment thereof;

all as more particularly set out in the attached Information Circular. The form of proxy accompanies this Notice. 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.

The Directors have fixed the close of business on June 20, 2023 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. A shareholder who is unable to attend the Meeting in person and who wishes to ensure that their shares will be voted at the Meeting, is requested to complete, date and execute the enclosed form of Proxy and deliver it to the Company’s transfer agent: OLYMPIA TRUST COMPANY, by mail to PO Box 128, STN M, Calgary, AB, T2P 2H6, Attn: Proxy Dept. or by fax to (403) 668-8307, in accordance with the instructions set out in the form of Proxy and Management Information Circular.

DATED at Vancouver, British Columbia, this 20th day of June, 2023.

ON BEHALF OF THE BOARD OF DIRECTORS

“Stephen Davis”

Stephen Davis
CEO, President and Director