



PESORAMA INC.

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS OF
PESORAMA INC.**

TO BE HELD ON AUGUST 8, 2023

and

MANAGEMENT INFORMATION CIRCULAR

DATED JULY 4, 2023

This management information circular and the accompanying materials require your immediate attention. If you are in doubt as to how to deal with these documents or the matters to which they refer, please consult your financial, legal, tax or other professional advisors.

PESORAMA INC.
NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD AUGUST 8, 2023

NOTICE IS HEREBY GIVEN that the annual and special meeting (the "**Meeting**") of the holders (the "**Shareholders**") of common shares ("**Common Shares**") of PesoRama Inc. (the "**Company**") will be held at the offices of Irwin Lowy LLP at Suite 401, 217 Queen Street West, Toronto, Ontario M5V 0R2 at 10:00 a.m. (Toronto time) on August 8, 2023, for the purposes set forth below:

1. to receive and consider the audited financial statements of the Company for the years ended January 31, 2023 and January 31, 2022, and the auditors' report thereon;
2. to elect the directors of the Company;
3. to appoint the auditors of the Company and to authorize the directors to fix their remuneration;
4. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution of disinterested shareholders approving the adoption of a fixed stock option plan of the Company;
5. to consider, and if thought appropriate, pass an ordinary resolution of disinterested shareholders approving the issuance by the Company to its directors and officers of an aggregate of 2,482,686 Common Shares of the Company in settlement of debts in the aggregate amount of \$546,191, at a deemed price per Common Share of \$0.22 per Common Share, all as more particularly described and set forth in the Circular (as defined below); and
6. to transact any other business as may properly be brought before the Meeting or any adjournment(s) or postponement thereof.

This notice of meeting (the "**Notice of Meeting**") is accompanied by the management information circular dated July 4, 2023 (the "**Circular**") of the Company and a form of proxy, which should be read in conjunction with this Notice of Meeting.

Shareholders may attend the Meeting in person or may be represented by proxy. Shareholders unable to attend the Meeting or any adjournment(s) thereof in person are requested to date, sign and return the enclosed form of proxy to the attention of TSX Trust Company ("**TSX Trust**"), Suite 301, 100 Adelaide St. West, Toronto, Ontario, M5H 4H1. To be effective, a proxy must be received not later than 10:00 a.m. (Eastern time) on Thursday, August 3, 2023, or in the event that the Meeting is adjourned or postponed, not less than 48 hours (excluding Saturdays, Sundays and holidays) immediately preceding any adjournment(s) or postponement(s) thereof. Instead of mailing your proxy, Shareholders may choose to vote using the Internet in accordance with the instructions set out in the accompanying form of proxy.

Shareholders who are unable to attend the Meeting in person, are requested to date, complete, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting.

The board of directors of the Company has by resolution fixed the close of business on Friday, June 30, 2023 as the record date, being the date for the determination of the registered holders of common shares of the Company entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof.

COVID-19 GUIDANCE

In the context of the effort to mitigate potential risk to the health and safety associated with COVID-19, shareholders are being discouraged from attending the Meeting in person. All shareholders are encouraged to vote on the matters before the Meeting by proxy in the manner set out herein and the accompanying management information circular dated July 4, 2023.

The accompanying management information circular provides additional detailed 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 annual and special meeting. Additional information about the Company and its financial statements are also available on the Company's profile at www.sedar.com.

DATED this 4th day of July, 2023.

BY ORDER OF THE BOARD

(signed) "Rahim Bhaloo"

Rahim Bhaloo

Executive Chairman