

VENZEE TECHNOLOGIES INC.

Suite 170 - 422 Richards Street
Vancouver, British Columbia, Canada V6B 2Z4

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON TUESDAY, AUGUST 8, 2023

NOTICE IS HEREBY GIVEN that the **Annual General and Special** meeting (the “**Meeting**”) of **VENZEE TECHNOLOGIES INC.** (the “**Company**”) will be held at Suite 1100 – 1111 Melville Street, Vancouver, British Columbia, on **Tuesday, August 8, 2023, at 10:00 a.m.** (PT) for the following purposes:

1. to table the audited financial statements of the Company for the financial years ended March 31, 2023 and December 31, 2021, together with the auditor’s report thereon;
2. to fix number of directors at six (6) and elect directors for the ensuing year;
3. to appoint Davidson & Company LLP, Chartered Professional Accountants, as the Company’s auditor for the ensuing year, and to authorize the directors to fix the remuneration to be paid to the auditor;
4. to consider and, if thought fit, to pass an ordinary resolution of disinterested shareholders approving the renewal of the Company’s Omnibus Long Term Incentive Plan, as more particularly described in the attached management information circular in “*Section 3 - The Business of the Meeting*”;
5. to consider and, if thought fit, to pass an ordinary resolution of disinterested shareholders approving the issuance of shares to management to settle debt; and
6. to transact such other business as may properly come before the Meeting or any adjournments thereof.

The accompanying management information circular (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. Also accompanying this Notice are (i) Form of Proxy or Voting Instruction Form, and (ii) Financial Statement Request Form. Any adjournment of the Meeting will be held at a time and place to be specified at the Meeting.

Only shareholders of record at the close of business on **June 30, 2023**, will be entitled to receive notice of and vote at the Meeting. Shareholders are entitled to vote at the Meeting either in person or by proxy. Each common share (the “**Common Shares**”) is entitled to one vote.

Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account, you are not a registered shareholder.

ALL SHAREHOLDERS ARE STRONGLY ENCOURAGED TO VOTE BY SUBMITTING THEIR COMPLETED FORM OF PROXY (OR VOTING INSTRUCTION FORM) PRIOR TO THE MEETING BY ONE OF THE MEANS DESCRIBED IN THE INFORMATION CIRCULAR ACCOMPANYING THIS NOTICE.

The Company encourages shareholders to instead vote their shares in advance of the Meeting via mail, facsimile or online.

DATED at Vancouver, British Columbia, this **30th** day of **June, 2023**.

BY ORDER OF THE BOARD OF DIRECTORS:

Signed: /s/ “John Abrams”

John Sexton Abrams,
President, Chief Executive Officer and Director