

VENZEE TECHNOLOGIES INC.
Suite 170 - 422 Richards Street
Vancouver, British Columbia, Canada V6B 2Z4

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON AUGUST 8, 2024

NOTICE IS HEREBY GIVEN that the annual and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of the common shares (the “**Common Shares**”) in the capital of Venzee Technologies Inc. (the “**Company**”) will be held at Suite 1100 – 1111 Melville Street, Vancouver, British Columbia, on August 8, 2024 at 11:00 a.m. (PT) for the following purposes:

1. to receive the audited financial statements of the Company for the financial year ended March 31, 2024, together with the auditor’s report thereon;
2. to fix number of directors at five (5) and elect directors for the ensuing year;
3. to re-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 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 (the “**Transaction Resolution**”) of disinterested Shareholders approving the completion of the acquisition of the exclusive right to use certain e-commerce shelf capability software developed by Digital Commerce Payments Inc. (“**DCP**”) by way of the issuance of 19,318,182 Common Shares to DCP pursuant to the terms of the software right of use agreement dated May 16, 2024 entered into between the Company and DCP and the related creation of a new Control Person (as defined in the policies of the TSX Venture Exchange (the “**TSXV**”), as more particularly described in the attached management information circular (the “**Information Circular**”) in “**Section 3 - The Business of the Meeting**”;
6. to consider and, if thought fit, to pass an ordinary resolution of disinterested Shareholders ratifying, confirming and approving an amendment to the exercise price of certain stock options of the Company granted under the Company’s Omnibus Long Term Incentive Plan from exercise prices currently ranging from \$0.75 to \$1.30 per common share to a new exercise price of \$0.35 per common share, as more particularly described in the Information Circular in “**Section 3 - The Business of the Meeting**”;
7. to consider and, if thought fit, to pass an ordinary resolution (the “**Debenture Amendment Resolution**”) of disinterested Shareholders ratifying, confirming and approving an amendment to the conversion price of the Company’s \$470,000 aggregate principal amount of convertible debentures of the Company issued between February and June, 2023 from \$1.00 to \$0.30 per debenture unit and an amendment to the exercise price of the common share purchase warrants underlying such debenture units from \$0.80 per common share to \$0.48 per common share, as more particularly described in the Information Circular in “**Section 3 - The Business of the Meeting**”; and
8. to transact such other business as may properly come before the Meeting or any adjournments thereof.

In addition to the requirement that the Transaction Resolution and Debenture Amendment Resolution be approved by disinterested Shareholders pursuant to the policies of the TSXV, to be effective, each such resolution also must be approved by a majority of the votes cast on such resolutions by Shareholders present in person or represented by proxy at the Meeting, excluding votes attached to Common Shares required to be excluded for obtaining majority of the

minority approval at the Meeting pursuant to Multilateral Instrument 61-101 - *Protection of Minority Shareholders in Special Transactions* (“**MI 61-101**”) as a result of such resolutions potentially be considered “connected transactions” under MI 61-101.

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 of the Meeting (the “**Notice**”). Also accompanying this Notice are (i) a form of proxy (“**Form of Proxy**”) or voting instruction form (“**VIF**”), and (ii) a financial statement request form. Any adjournment of the Meeting will be held at a time and place to be specified at the Meeting.

Each Common Share is entitled to one vote. Only Shareholders of record at the close of business on July 8, 2024, 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.

Registered Shareholders who are unable to attend the Meeting in person and who wish to ensure that their Common 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 VIF to ensure that their Common Shares will be voted at the Meeting. Any Shareholder that holds his, her, or its Common Shares in a brokerage account is not a registered Shareholder.

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

The Company encourages Shareholders to vote their Common Shares in advance of the Meeting via mail, or online.

DATED at Vancouver, British Columbia, this 8th day of July, 2024.

BY ORDER OF THE BOARD OF DIRECTORS:

Signed: “**Peter Montross**”

Peter Montross

Chief Executive Officer, President and Director