

**AXCAP VENTURES INC.**  
488 - 1090 West Georgia Street  
Vancouver, BC V6E 3V7  
Phone: (604) 687-7130 / Fax: (604) 608-9110

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of shareholders (the “**Shareholders**”) of Axcap Ventures Inc. (the “**Company**”) will be held at Suite 1500 – 1055 West Georgia Street, Vancouver, BC V6E 4N7, by in person / teleconference call, on Friday, July 22, 2022, at 10:00 a.m. Pacific Time (the “**Meeting**”). **The Company is offering the Shareholders the option to listen and participate (but not vote) at the Meeting in real time by conference call as follows:**

Dial by your location

Canada Toll Free: 1-855-244-8677  
Canada Toll: 1-416-915-6530  
US Toll Free: 1-855-282-6330  
US Toll: 1-415-655-0002  
Attendee Access Code: 95400309

The Meeting is to be held for the following purposes:

1. to receive the audited financial statements of the Company for the financial year ended December 31, 2021, together with the auditors’ report thereon;
2. to set the number of directors of the Company for the ensuing year at five (5) persons;
3. to elect directors of the Company to serve from the close of the Meeting until the next annual meeting of the shareholders, or until such time as their successors are duly elected or appointed in accordance with the Company’s constating documents;
4. to appoint Manning Elliott LLP, Chartered Professional Accountants, as the auditor of the Company for the ensuing year and to authorize the directors of the Company to fix the remuneration to be paid to the auditor;
5. to consider and, if thought fit, to pass an ordinary resolution to approve the continuation of the Company’s 10% “rolling” stock option plan, as more particularly described in the accompanying Information Circular;
6. to consider and, if thought fit, to pass an ordinary resolution to approve the continuation of the Company’s fixed restricted share unit plan, as more particularly described in the accompanying Information Circular; and
7. to consider any permitted amendment to or variation of any matter identified in this Notice and to transact such other business as may properly come before the Meeting or at any adjournment thereof.

The Meeting will also consider any permitted amendment to or variation of any matter identified in this Notice, and transact such other business as may properly come before the Meeting or any adjournment thereof. An Information Circular accompanies this Notice and contains details of the matters to be considered at the Meeting.

A copy of the audited financial statements of the Company for the financial year ended December 31, 2021, the report of the auditor and related management discussion and analysis will be made available at the Meeting, and copies are available on SEDAR at [www.sedar.com](http://www.sedar.com).

**Registered shareholders who are unable to attend the Meeting in person and wish to ensure that their shares will be voted at the Meeting, must 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.**

**If your shares are held in a brokerage account you are not a registered shareholder. Unregistered 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.**

#### **Note of Caution Concerning COVID-19**

At the date hereof the Company intends to hold the Meeting at the location stated in the Notice of Meeting. However, due to potential unforeseen changes in the ongoing coronavirus COVID-19 outbreak (“COVID-19”), we recommend all shareholders submit votes by sending in a properly completed and signed form of proxy (or voting instruction form) prior to the Meeting following instructions in the Information Circular. The Company reserves the right to take pre-cautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to changes in COVID-19 including: change of Meeting date, change of Meeting venue or the way in which the Meeting is held, for example by virtual meeting. Should any changes to the Meeting occur, the Company will announce any and all changes by way of news release filed under the Company’s profile on SEDAR at [www.sedar.com](http://www.sedar.com). Please check the Company’s SEDAR profile prior to the Meeting for the most current information. In the event of changes to the Meeting format due to COVID-19, the Company will not prepare or mail amended Meeting Proxy Materials.

Dated at Vancouver, British Columbia this 20<sup>th</sup> day of June, 2022.

#### **BY ORDER OF THE BOARD**

*“Kenneth Cotiamco”*

**Kenneth Cotiamco**  
Chief Executive Officer