

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

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 on Friday, July 21, 2023, at 10:00 a.m. Pacific Time (the “**Meeting**”), for the following purposes:

1. to receive the audited financial statements of the Company for the financial year ended December 31, 2022, together with the auditors’ report thereon;
2. to elect directors for the ensuing year;
3. to appoint Manning Elliott LLP, Chartered Professional Accountants, as the auditors of the Company for the ensuing year and to authorize the directors to fix their remuneration;
4. 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;
5. 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
6. 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, 2022, 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.

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.

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

BY ORDER OF THE BOARD

“Kenneth Cotiamco”

Kenneth Cotiamco
Chief Executive Officer