

**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 of Axcap Ventures Inc. (the “**Company**”) will be held at Suite 1500 – 1055 West Georgia Street, Vancouver, British Columbia, Canada on Friday, August 9, 2024, at 10:00 a.m., Pacific Time, (the “**Meeting**”), for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Company for its financial year ended December 31, 2023, together with the auditor’s report thereon (the “**Annual Financial Statements**”) and the related management discussion and analysis (the “**MD&A**”);
2. to elect directors for the ensuing year;
3. to appoint Manning Elliott LLP, Chartered Professional Accountants, as the auditor of the Company for the ensuing year and to authorize the directors to fix their remuneration;
4. pursuant to the policies of the Canadian Securities Exchange, consider, and if deemed advisable, pass, with or without variation, an ordinary resolution approving the issuance of up to 70,000,000 common shares and 70,000,000 common share purchase warrants in the capital of the Company in connection with a private placement offering as announced by the Company on July 5, 2024; and
5. 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.

An Information Circular accompanies this Notice and contains details of the matters to be considered at the Meeting. No other matters are contemplated, however any permitted amendment to or variation of any matter identified in this notice may properly be considered at the Meeting.

A copy of the Annual Financial Statements and MD&A will be made available at the Meeting and are available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

**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 15<sup>th</sup> day of July, 2024.

**BY ORDER OF THE BOARD**

*“Robert Dubeau”*

**Robert Dubeau**  
President, CEO and Director