

**WEB3 VENTURES INC.**  
**C/O 1890 – 1075 West Georgia Street, Vancouver, BC V6E 3C9**  
**Telephone (604) 687-2038**  
**Facsimile (604) 687-3141**

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

**TAKE NOTICE THAT** the annual general and special meeting (the “**Meeting**”) of the holders (“**Shareholders**”) of subordinate voting shares and multiple voting shares in the capital of Web3 Ventures Inc. (the “**Company**”) will be held at Suite 1890 – 1075 West Georgia Street, Vancouver, British Columbia V6E 3C9 on December 21, 2023 at 9:00 a.m. (Pacific time) for the following purposes:

1. to receive the audited consolidated financial statements of the Company as and for the financial years ended June 30, 2023, and 2022 and the auditor’s report thereon;
2. to set the number of directors at five (5);
3. to elect the directors of the Company to hold office until the next annual meeting of Shareholders;
4. to appoint Reliant CPA PC, as the auditor of the Company until the earlier of the close of the next annual meeting of Shareholders of the Company or their earlier resignation or replacement, and to authorize the directors of the Company to fix the auditor’s remuneration;
5. to consider and, if deemed appropriate, to pass an ordinary resolution of Shareholders approving the Company’s 2023 Equity Incentive Plan as more particularly described in the accompany Information Circular dated November 8, 2023; and
6. to transact such other business as may be properly brought before the Meeting or any postponement or adjournment thereof.

This notice of Meeting is accompanied by: (a) the Circular; and (b) either a form of proxy for registered Shareholders or a voting instruction form for beneficial Shareholders. The Circular accompanying this notice of Meeting is incorporated into and shall be deemed to form part of this notice of Meeting.

The Company’s board of directors (the “**Board**”) has fixed November 8, 2023 as the record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered Shareholder at the close of business on that date is entitled to receive such notice and to vote at the Meeting in the circumstances set out in the accompanying Circular.

If you are a registered Shareholder of the Company and are unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company’s transfer agent, Endeavor Trust Company, located at: 702 – 777 Hornby Street, Vancouver, British Columbia, V6Z 1S4, no later than 9:00 a.m. (PT) on December 19, 2023 or at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of any adjournment or postponement of the Meeting.

DATED this 8th day of November, 2023.

**BY ORDER OF THE BOARD OF DIRECTORS**

“David Nikzad”

David Nikzad  
Chairman, Chief Executive Officer and a Director