

## NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that an annual and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (the “**Shares**”) of New Frontier Ventures Inc. (the “**Corporation**”) will be held at the offices of New Frontier Ventures Inc., 121 King Street West, Suite 2150, Toronto, Ontario on Tuesday, June 28, 2023, at 10:00 a.m. (Toronto time), for the following purposes:

**The Corporation may limit the attendance to comply with applicable health guidelines.**

1. **TO RECEIVE** the audited consolidated financial statements of the Corporation for the financial years ended December 31, 2022, December 31, 2021, and December 31, 2020, together with the auditor’s report thereon;
2. **TO ELECT** the board of directors of the Corporation to hold office until the next annual general meeting of the Corporation;
3. **TO RE-APPOINT** McGovern Hurley LLP as the auditors of the Corporation, to hold office until the next annual general meeting at a remuneration to be fixed by the directors;
4. **TO CONSIDER** and, if deemed advisable, to pass, with or without variation, an ordinary resolution (the Stock Option Plan Resolution), to confirm and approve the Corporation’s existing 10% rolling stock option plan, as more particularly described under the heading “Particulars of Matters to be Acted Upon – Approval of Stock Option Plan” in the Circular;
5. **TO CONSIDER** and, if deemed advisable, to pass, with or without variation, an ordinary resolution (the Debt to Equity Conversion Resolution), to authorize the proposed settlement of certain indebtedness of the Corporation in an aggregate amount of \$211,994 in exchange for 4,239,880 Shares of the Corporation at \$0.05 per Share, as more particularly described under the heading “Particulars of Matters to be Acted Upon – Approval of Debt to Equity Conversion” in the Circular; and
6. **TO TRANSACT** such other business as may properly come before the Meeting or any adjournments or postponements thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the accompanying Circular under the heading “Particulars of Matters to be Acted Upon Matters”.

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is May 15, 2023 (the “**Record Date**”). **Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof.**

### FORM OF PROXY FOR REGISTERED SHAREHOLDERS

Completed proxies, for registered Shareholders, must be returned to Computershare Investor Services Inc. (i) by mail to Computershare Investor Services Inc. (Attention: Proxy Department), 100 University Ave., 8<sup>th</sup> Floor, Toronto, ON M5J 2Y1; or (ii) by facsimile at 1-866-249-7775; or (iii) by internet at [www.investorvote.com](http://www.investorvote.com); in any case, by no later than 10:00 am (Toronto time) on June 26, 2023, being the Proxy Deadline.

### VOTING INSTRUCTION FORMS FOR NON-REGISTERED SHAREHOLDERS

Non-Registered Shareholders who have not waived the right to receive the Proxy-Related Materials will either: (i) receive a voting instruction form; or (ii) be given a proxy which has already been signed by the intermediary (typically by a facsimile, stamped signature) which is restricted to the number of Shares beneficially owned by the Non-Registered Shareholder, but which is otherwise not completed.

Non-Registered Shareholders should carefully follow the instructions that accompany the voting instruction form or the proxy, including those indicating when and where the voting instruction form or the proxy is to be delivered. Voting instructions must be deposited by the Proxy Deadline, however your voting instruction form may provide for an earlier date in order to process your votes in a timely manner. Voting instruction forms permit the completion of the voting instruction form online or by telephone. A Non-Registered Shareholder wishing to vote should follow the corresponding instructions on the voting instruction form or, in the case of a proxy, strike out the names of the persons named in the proxy and insert the Non-Registered Shareholder’s name in the space provided.

**DATED** this 22<sup>nd</sup> day of May, 2023.

**BY ORDER OF THE BOARD OF DIRECTORS**

*“Vikas Ranjan”*

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Vikas Ranjan  
Director and President