

RBI VENTURES LTD.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE that an Annual and Special Meeting (the “Meeting”) of the Shareholders of RBI Ventures Ltd. (the “Company”) will be held in the Boardroom of Owen Bird Law Corporation, 29th Floor, 595 Burrard Street, Vancouver, British Columbia, on **Friday, December 4, 2020**, at 11:00 a.m. (Vancouver time). In the event the Company decides to change the date, time, location and/or format of the Meeting to electronic or virtual as part of the efforts to reduce the spread of COVID-19, the Company will issue a press release announcing the change and take all reasonable steps necessary to inform all parties involved in the proxy infrastructure, including intermediaries and the Company’s transfer agent, of the change. The Company encourages all shareholders to vote by proxy and also to monitor the Company’s profile on SEDAR for any changes to Meeting arrangements. The Meeting will be held for the following purposes:

1. To receive the audited financial statements of the Company for the financial year ended June 30, 2020, together with the Auditor’s Report thereon.
2. To consider and, if thought advisable, approve with or without variation, an ordinary resolution to set the number of current directors for the ensuing year at three (3); and, conditional on and effective upon the closing of the Company’s acquisition of all of the issued and outstanding securities of Tevano Systems Inc. (the “Acquisition”), to set the number of directors of the Company at four (4).
3. To elect each of W. Hugh Notman, Martin Burian and Norm Yurik as directors of the Company, to hold such office until the date of closing of the Transaction.
4. To elect, conditional on and effective upon the closing of the Acquisition, each of Benjamin Sawchuck, David Hardave Bajwa, Ara Tcholakian and Gordon Keith as directors of the Company, to take effect only in the event that the Transaction is completed.
5. To re-appoint Manning Elliott LLP, Chartered Professional Accountants, as auditors of the Company for the ensuing year and to authorize the directors to fix the auditor’s remuneration.
6. To approve the renewal of the Company’s 10% rolling stock option plan, as more particularly set out in the accompanying Information Circular.
7. To approve de-listing from the TSX Venture Exchange.
8. To transact such other business as may be brought before the Meeting.

Accompanying this Notice is an Information Circular dated October 23, 2020, a form of proxy or voting instruction form, and a reply card for use by shareholders who wish to receive the Company’s interim and/or annual financial statements. The accompanying Information Circular provides information relating to the matters to be addressed at the meeting and is incorporated into this Notice.

Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to 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 and in the Information Circular.

Non-registered 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. If you hold your shares in a brokerage account you are not a registered shareholder.

DATED at Vancouver, British Columbia, this 23rd day of October, 2020.

ON BEHALF OF THE BOARD

“Hugh Notman”

Hugh Notman, Director