

WESTCOT VENTURES CORP.

Suite 1080, 789 West Pender Street, Vancouver, British Columbia, V6C 1H2

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON **JULY 19, 2018**

NOTICE IS HEREBY GIVEN that the **Annual General and Special Meeting** (the “**Meeting**”) of Westcot Ventures Corp. (the “**Company**”) will be held at the offices of Dumoulin Black LLP, Suite 1000, 595 Howe Street, Vancouver, British Columbia, on **Thursday, July 19, 2018**, at **11:00 a.m.** (Pacific Time) for the following purposes:

1. to receive the audited financial statements of the Company for the financial year ended January 31, 2018, together with the auditor’s report thereon;
2. to fix number of directors at three (3);
3. to elect directors for the ensuing year;
4. to appoint Jackson & Company, Chartered Professional Accountants, as the Company’s auditor for the ensuing year, and to authorize the directors to fix the remuneration to be paid to the auditor;
5. to consider and, if thought fit, pass an ordinary resolution to affirm, ratify and approve the Company’s Rolling Stock Option Plan, as more particularly described in the attached management information circular in Section 3 – *Particulars of Matters to be Acted Upon – Approval of the Stock Option Plan*; and
6. to transact such other business as may properly come before the Meeting or any adjournments thereof.

The accompanying management information circular (the “**Information Circular**”) provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. Also accompanying this Notice are (i) a form of proxy or voting instruction form, and (ii) a financial statement request form. Any adjournment of the Meeting will be held at a time and place to be specified at the Meeting.

Only shareholders of record at the close of business on **May 28, 2018**, will be entitled to receive notice of and vote at the Meeting. Shareholders who are unable to attend the Meeting are requested to complete, sign, date and return the enclosed form of proxy indicating voting instructions. A proxy will not be valid unless it is deposited at the office of Computershare Trust Company of Canada, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1 (Fax: (866) 249-7775) not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting or any adjournments thereof. If you are not a registered shareholder, please refer to the accompanying Information Circular for information on how to vote your shares.

DATED at Vancouver, British Columbia, this 28th day of May 2018.

BY ORDER OF THE BOARD OF DIRECTORS:

/s/ Michael Young

Michael Young
Interim Chief Executive Officer and Director

Registered shareholders unable to attend the Meeting are requested to date, sign and return their form of proxy in the enclosed envelope or to vote by telephone or internet in accordance with the instructions on the proxy form. If you are a non-registered shareholder of the Company and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or other intermediary. Failure to do so may result in your shares not being eligible to be voted by proxy at the Meeting.