



CLOUD NINE WEB3 TECHNOLOGIES

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the **Annual General and Special Meeting** (the “**Meeting**”) of **CLOUD NINE WEB3 TECHNOLOGIES INC.** (the “**Company**”) will be held at Suite 610 – 700 West Pender Street, Vancouver, British Columbia, on **Wednesday, May 3, 2023**, at **10.00 a.m.** (PST) for the following purposes:

1. to receive the audited financial statements of the Company for the financial year ended September 30, 2022 and 2021, together with the auditors’ report thereon;
2. to fix the number of directors at four (4);
3. to elect directors for the ensuing year;
4. to appoint WDM Chartered Professional Accountants, as the Company’s auditor for the ensuing year, and to authorize the directors to fix their remuneration;
5. to consider and, if thought fit, to pass, with or without modification, an ordinary resolution to approve a change of the Company’s business to a technology issuer focused on developing and offering peer-to-peer or decentralized infrastructure products including its technology enabled virtual private network (“VPN”) that will monetize its products by allowing third parties to use the hash rate of the VPN’s userbase to mine cryptocurrencies as further described in the Information Circular under the heading “Change of Business – Description of Proposed Business”; 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 the (i) Form of Proxy or Voting Instruction Form, and (ii) 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 **March 24, 2023**, will be entitled to receive notice of and vote at the Meeting. Shareholders are entitled to vote at the Meeting either in person or by proxy. Each common share is entitled to one vote.

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 24th day of March, 2023.

BY ORDER OF THE BOARD OF DIRECTORS,

(signed) “Lucas Russell”

Lucas Russell
President & Chief Executive Officer