

POTENT VENTURES INC.

[formerly, Weekend Unlimited Industries Inc.]

734 – 1055 Dunsmuir Street
Vancouver, BC V7X 1B1

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general and special meeting of the shareholders (the "**Shareholders**") of Potent Ventures Inc. [formerly, Weekend Unlimited Industries Inc.] (the "**Company**") will be held at Suite 1100 – 1111 Melville Street, Vancouver, BC V6E 3V6, on Monday June 21, 2021 at 10:00am (Vancouver time) (the "**Meeting**") for the following purposes:

- 1 to receive and consider the audited consolidated financial statements of the Company for the years ended September 30, 2020 and September 30, 2019, and the reports of the auditor thereon;
- 2 to set the number of directors at three (3);
- 3 to elect the directors of the Company for the ensuing year;
- 4 to appoint Davidson & Company LLP, as the auditor of the Company for the ensuing year, and to authorize the board of directors to fix the remuneration to be paid to the auditor;
- 5 to consider, and if thought fit, to pass an ordinary resolution to approve 20% "rolling" stock option plan as approved by the Board of Directors;
- 6 to consider and, if deemed advisable, to pass a special resolution, to approve and authorize an alteration of the Corporation's Articles to include advance notice provisions. Refer to "Particulars of Matters to be Acted Upon – Advance Notice Provision" in the accompanying Management Proxy Circular; and
- 7 to transact such other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

No other matters are contemplated, however any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

A shareholder wishing to be represented by proxy at the Meeting or any adjournment or postponement thereof must deposit his or her duly executed form of proxy with the Company's transfer agent and registrar, Odyssey Trust Company, at 1230- 300 5th Avenue SW, Calgary AB T2P 3C4 not later than 2:00 p.m. (Calgary time) on Thursday, June 17, 2021, or, if the Meeting is adjourned or postponed, not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the time of such adjourned meeting.

Shareholders who are unable to attend the Meeting in person, are requested to date, complete, sign and return the enclosed form of proxy. If you are an unregistered shareholder of the Company and received these materials through your broker or through another intermediary, please complete and return the voting information form in accordance with the instructions provided to you by your broker or by the other intermediary.

The board of directors of the Company has fixed the close of business on May 18, 2021, as the record date, being the date for the determination of the registered holders of Common Shares entitled to receive notice of, and to vote at, the Meeting and any adjournment or postponement thereof.

The accompanying management information circular provides additional detailed information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this notice. Additional information about the Company and its financial statements are also available on the Company's profile at www.sedar.com.

At the date of this Notice and the accompanying Circular, it is the intention of Management of the Company to hold the Meeting at the location stated above in this Notice. We are continuously monitoring development of the current COVID-19 crisis. In light of the rapidly evolving public health guidelines related to COVID-19, we ask shareholders to consider voting their shares by proxy and not to attend the meeting in person. A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who do wish to attend the Meeting in person are asked to follow the instructions of the federal Public Health Agency of Canada, and all regional health authorities of the Province of British Columbia.

Please do not attend the Meeting in person if you are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact with has travelled to / from outside Canada within the 21 days immediately prior to the Meeting. All Shareholders are encouraged to vote by submitting their completed form of proxy (or voting instruction form) prior to the Meeting by one of the means described in the management information circular accompanying this Notice. Shareholders are invited to listen to the Meeting via teleconference or via Video Webinar if they wish (details below).

THE BOARD OF DIRECTORS AND MANAGEMENT REQUEST ALL SHAREHOLDERS VOTE BY PROXY AND NOT ATTEND THE MEETING IN PERSON. THE WEBINAR LOGIN INFORMATION IS PROVIDED BELOW AND IT ENABLES SHAREHOLDERS TO PARTICIPATE IN A VOICE ONLY CONFERENCE CALL. YOU WILL NOT BE ABLE TO VOTE VIA CONFERENCE CALL.

To Join the webinar please follow link and pre-register your attendance

<https://us02web.zoom.us/j/82826630191?pwd=R3FuelZtcEJNVIRYVTBUY1R1ZFA1QT09>

International Dial In Numbers: <https://us02web.zoom.us/j/82826630191?pwd=R3FuelZtcEJNVIRYVTBUY1R1ZFA1QT09>
Webinar ID: 828 2663 0191

Passcode: 184502

DATED at Vancouver on this 18 day of May, 2021.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "*Charlie Lamb*"

Charlie Lamb
President and CEO