

**TELESCOPE INNOVATIONS CORP.**

**NOTICE OF 2024 ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that the 2024 annual general and special meeting (the "**Meeting**") of the holders of common shares (the "**Shareholders**") of Telescope Innovations Corp. (the "**Company**") will be held at the offices of the Company, at Unit #301 – 2386 East Mall, University of British Columbia, Vancouver, British Columbia, V6T 1Z3 at 10:00 a.m. (PST) on Tuesday, April 16, 2024 for the following purposes:

1. To receive the audited consolidated financial statements of the Company for the fiscal year ended August 31, 2023 and the auditors' report thereon;
2. To appoint Manning Elliott LLP as the auditors for the Company for the ensuing year and authorize the directors to fix the auditors' remuneration;
3. To fix the number of directors to be elected for the ensuing year at five;
4. To re - elect directors of the Company for the ensuing year;
5. To ratify and approve the Company's new 10% rolling Equity Incentive Plan, as more particularly described in the accompanying management information circular (the "**Circular**"); and
6. To transact such other business as may properly come before the Meeting or any adjournment 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.

The Company's board of directors (the "**Board**") has fixed March 8, 2024, as the record date for the determination of Shareholders entitled to notice of and to vote at the Meeting and any adjournment or postponement thereof. Each registered Shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting.

Registered Shareholders are requested to date and sign the enclosed form of proxy (the "**Form of Proxy**") and return it to the Company's transfer agent, Odyssey Trust Company. To be effective, the Form of Proxy must be mailed so as to reach or be deposited with Odyssey Trust Company, at Trader's Bank Building, Suite 702, 67 Yonge Street, Toronto, Ontario, Attention: Proxy Department or by fax at (800) 517-4553 not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of British Columbia) prior to the time set for the Meeting or any adjournment or postponement thereof or may be accepted by the Chairperson of the Meeting at his or her discretion prior to the commencement of the Meeting. The Form of Proxy or other instrument used to appoint a proxy shall be executed by the registered Shareholder or its attorney, or if such registered Shareholder is a corporation, under the corporate seal, and executed by a director, officer or attorney thereof duly authorized. Alternatively, a registered Shareholder may complete its Form of Proxy online at <https://vote.odysseytrust.com> by following the instructions provided on the 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 instruction form in accordance with the instructions provided to you by your broker or by the other intermediary.

The audited financial statements for the year ended August 31, 2023, the report of the auditor and the related management discussion and analysis will be made available at the Meeting and are available under the Company's profile on the SEDAR+ website at [www.sedarplus.ca](http://www.sedarplus.ca).

DATED at Vancouver, British Columbia, this 8th day of March, 2024.

By Order of the Board of Directors of

Telescope Innovations Corp.

(Signed) "*Henry Dubina*"

Henry Dubina

Chairman