



NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON MAY 6, 2022

NOTICE IS HEREBY GIVEN that the **Annual General and Special Meeting** (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of **ALPHA METAVVERSE TECHNOLOGIES INC.** (the “**Company**”) will be held by teleconference on **Friday, May 6, 2022, at 11:00 a.m. (Pacific Time)** for the following purposes:

1. to receive and consider the audited financial statements of the Company, together with the notes thereto and the auditor’s reports thereon, for the financial years ended June 30, 2021, and June 30, 2020;
2. to fix the number of directors to hold office for the ensuing year at five (5);
3. to elect directors of the Company to hold office for the ensuing year;
4. to appoint DeVisser Gray LLP, Chartered Professional Accountants, as auditor of the Company until the earlier of the close of the next annual meeting of Shareholders or their earlier resignation or replacement, and to authorize the directors of the Company to set the remuneration to be paid to the auditor;
5. to consider, and if deemed advisable, to pass an ordinary resolution to ratify, confirm and approve the Company’s 20% “rolling” Equity Incentive Plan, as more particularly described in the accompanying management information circular dated March 30, 2022 (the “**Circular**”);
6. to consider, and if deemed advisable, to pass, with or without variation, an ordinary resolution to approve an alteration of the Articles of the Company with respect to the quorum required for the transaction of business at a meeting of shareholders of the Company, as more particularly described in the accompanying Circular; and
7. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The accompanying Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. Shareholders are advised to review the Information Circular before voting.

Although no other matters are contemplated, the Meeting may also consider the transaction of such other business, and any permitted amendment to or variation of any matter identified in this Notice, as may properly come before the Meeting or any adjournment thereof. Accompanying this Notice is a (i) form of proxy or voting instruction form, and (ii) request for financial statements form.

The board of directors of the Company has fixed the close of business on March 30, 2022, as the record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournment thereof. Registered shareholders and duly appointed proxyholders wishing to attend, ask questions and vote at the Meeting should follow the teleconference registration process below.

TELECONFERENCE REGISTRATION

Registered Shareholders and proxyholders who have completed the Company's teleconference registration process will be able to attend the Meeting via teleconference. Non-registered Shareholders who have appointed themselves as proxyholder through their intermediary will also be permitted to attend the Meeting via teleconference. Non-registered Shareholders who have not duly appointed themselves as proxyholder will not be permitted to attend the Meeting. This procedure is in place to ensure that the Company and its transfer agent can verify the identity of attending Shareholders. The Company and its transfer agent do not have a record of the Company's non-registered Shareholders and, as a result, will have no knowledge of their shareholdings or entitlement to vote unless they appoint themselves as proxyholder. Please refer to the "Appointment of Proxy" and "Advice to Non-Registered Shareholders" sections of the Circular for additional information.

TELECONFERENCE REGISTRATION PROCESS

Advance registration for the Meeting is required by emailing the following information to janet@keystonecorp.ca:

- (a) the name of the registered Shareholder in which common shares of the Company are held; and
- (b) an email address and/or telephone number at which a Company representative may contact such Shareholder in order to provide the teleconference number, Meeting ID and passcode, or request additional information, as necessary.

The teleconference number will be provided only to Shareholders and proxyholders who complete the teleconference registration process above.

In order to streamline the Meeting process, the Company encourages Shareholders to vote in advance of the Meeting using the form of proxy or voting instruction form provided with the Circular and submit votes no later than May 4, 2022, at 11:00 a.m. (Pacific Time), the cut-off time for the deposit of proxies prior to the Meeting, or such earlier time as may be directed in the form.

DATED at Vancouver, British Columbia, this 30th day of March, 2022.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ Brian Wilneff
Brian Wilneff
Chief Executive Officer