

**EURO ASIA PAY HOLDINGS INC.**  
422 Richards Street, Suite 170  
Vancouver, BC V6B 2Z4

**NOTICE OF 2022 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that the 2022 annual general meeting (the “**Meeting**”) of the shareholders of Euro Asia Pay Holdings Inc. (the “**Company**”) will be held in the boardroom at 280 – 2899 No. 3 Road, Richmond, BC, on March 31, 2022 at 12:00 p.m. (Pacific time), for the following purposes:

1. to receive and consider the audited financial statements of the Company for the fiscal years ended September 30, 2021 and 2020, together with the report of the auditor thereon;
2. to appoint DMCL Chartered Professional Accountants as the auditor of the Company for the fiscal year ending September 30, 2022, and to authorize the directors to fix the auditor’s remuneration;
3. to fix the number of directors to be elected to the board at five (5);
4. to elect the directors for the ensuing year; and
5. to transact such further or other business as may properly come before the Meeting or any adjournment or postponement thereof.

The details of all matters proposed to be put before the shareholders at the Meeting are set forth in the accompanying management information circular.

The directors of the Company have fixed February 25, 2022, as the record date for the Meeting (the “**Record Date**”). Only shareholders of record at the close of business on the Record Date are entitled to vote at the Meeting or any adjournment or postponement thereof.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please exercise your right to vote by completing and returning the accompanying form of proxy and depositing it with the Company’s transfer agent, Endeavor Trust Corporation (“**Endeavor**”). Proxies must be completed, dated, signed and returned to Endeavor at 702 – 777 Hornby Street, Vancouver, BC V6Z 1S4 by 12:00 p.m. (Pacific time) on March 29, 2022, or if the Meeting is adjourned or postponed, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the date to which the Meeting is adjourned or postponed. Voting can also be completed online at [www.eproxy.ca](http://www.eproxy.ca) or by faxing or emailing your proxy to Endeavor at 1-604-559-8908 or [proxy@endeavortrust.com](mailto:proxy@endeavortrust.com), respectively.

Late proxies may be accepted or rejected by the Chairman of the Meeting at his discretion and the Chairman of the Meeting is under no obligation to accept or reject any particular late proxy. The Chairman of the Meeting may waive or extend the proxy cut-off without notice. If you are a non-registered shareholder, please follow the instructions from your bank, broker or other financial intermediary for instructions on how to vote your shares.

DATED at Vancouver, British Columbia, this 1st day of March, 2022.

BY ORDER OF THE BOARD OF DIRECTORS

“Peter MacKay”  
Peter MacKay, CEO & Director