

**LEVEL 14 VENTURES LTD.**  
Suite 1400 - 400 Burrard Street  
Vancouver, B.C. V6C 3A6

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

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “Meeting”) of the shareholders of Level 14 Ventures Ltd. (the “Company”) will be held via teleconference (dial-in details below) on Tuesday, the 25<sup>th</sup> day of January, 2022 at 10:00 a.m. (Vancouver time) for the following purposes:

1. to receive the audited financial statements of the Company for the fiscal year ended December 31, 2020, together with the accompanying report of the auditors thereon;
2. to ratify the appointment of Davidson & Company LLP as the auditors of the Company for the financial year ending December 31, 2020 and to ratify the fixing by the board of directors of the Company of the remuneration to be paid to the auditors for the financial year ending December 31, 2020;
3. to appoint Davidson & Company LLP as the Company’s auditor for the financial year ending December 31, 2021 and to authorize the directors to fix the remuneration to be paid to the auditor;
4. to fix the number of directors for the ensuing year at three (3);
5. to elect the directors of the Company for the ensuing year;
6. to consider, and, if thought appropriate, to approve, an ordinary resolution to approve the Company’s stock option plan, as more particularly described in the management information circular accompanying this Notice of Meeting (“Circular”);
7. to consider and, if thought appropriate, to approve, with or without variation, a resolution to be approved by way of ordinary resolution and a majority of the disinterested shareholders of the Company, approving, among other items, the acquisition of the outstanding securities of Bridle Capital Ltd. (the “Target”) from the Target’s shareholders, as described in more detail under the heading “Particulars of Other Matters to be Acted Upon – Approval of the Colpayoc Acquisition” in the Circular;
8. to consider and, if thought appropriate, to approve, with or without variation, an ordinary resolution approving the consolidation of the issued and outstanding common shares in the capital of the Company (each, a “Share”) on the basis of one (1) post-consolidation Share for every one and one half (1.5) pre-consolidation Shares, as described in more detail under the heading “Particulars of Other Matters to be Acted Upon – Approval of the Share Consolidation” in the Circular; and
9. to transact such further or other business as may properly come before the Meeting and any adjournment thereof.

Accompanying this Notice of Meeting is the Circular, a form of proxy (the “Proxy”) and a form whereby shareholders can request to be added to the Company’s supplemental mailing list. The Circular includes more detailed information relating to the matters to be addressed at the Meeting. The Circular is supplemental to, and expressly made a part of, this Notice of Meeting.

**The ongoing impact of the novel coronavirus (“COVID-19”) pandemic and the uncertainty surrounding current and anticipated public health guidelines and restrictions respecting large group gatherings make it unclear as to whether it will be safe or permissible for the Meeting to be held in person this year. Therefore, to mitigate risks to the health and safety of the shareholders, employees and representatives of the Company and the communities in which we live, we will hold the Meeting in a virtual only format. This format also affords all of our shareholders an even greater ability to participate in the Meeting equally, regardless of their geographic location and share ownership.**

Although, as required pursuant to the *Business Corporations Act* (British Columbia), the physical location of the Meeting has been designated as the Company's head office located at Suite 1400, 400 Burrard Street, Vancouver, BC V6C 3A6, the Meeting will be by teleconference due to public health guidelines and restrictions related to COVID-19. In particular, on April 21, 2020, the Minister of Public Safety and Solicitor General for the Province of British Columbia passed Ministerial Order M116 (the "Order") under the *Emergency Program Act*. The Order permits British Columbia organizations to facilitate and hold electronic meetings for as long as public health orders enacted in response to the COVID-19 pandemic are in place. The Order specifically overrides the provisions of the *Business Corporations Act* (British Columbia) and any articles, bylaws, memoranda, rules or similar constating documents of an entity made thereunder, by deeming that attendance via telephone or electronic communication constitutes in-person presence at such meetings, and that any virtual meetings so held shall be deemed to have been held in British Columbia. Accordingly, you will not be able to attend the Meeting in person. If circumstances permit, the Company intends to return to a physical or hybrid meeting format (physical/virtual) for its 2022 annual meeting of shareholders.

The Company urges all shareholders to vote by proxy in advance of the Meeting in accordance with the instructions set out below and to listen to the Meeting through the live conference call details provided below:

Toll-free dial-in number (U.S. and Canada):	(866) 214-9607
International dial-in number:	(647) 427-7523
Conference code:	439.159.9895

The board of directors of the Company has fixed December 20, 2021 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at 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 in the circumstances set out in the accompanying Circular.

Shareholders should read the notes to the Proxy and complete and return the Proxy to the Company's registrar and transfer agent, TSX Trust Company. A proxy will not be valid unless it is deposited at the office of TSX Trust Company, at 301-100 Adelaide Street West, Toronto, Ontario, M5H 4H1, at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the commencement of the Meeting, or any adjournment or postponement thereof, unless the chairman of the Meeting elects to exercise his discretion to accept proxies received after that time.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (each, an "Intermediary"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

The enclosed Proxy appoints nominees of management as proxyholder and you may amend the Proxy, if you wish, by inserting, in the space provided, the name of the person you wish to represent you as proxyholder at the Meeting.

DATED at Vancouver, British Columbia, this 20<sup>th</sup> day of December, 2021.

**BY ORDER OF THE BOARD OF DIRECTORS OF**

**LEVEL 14 VENTURES LTD.**

"Marcel de Groot"

Marcel de Groot  
President, CEO and Director