



**NOTICE OF MEETING
AND
MANAGEMENT INFORMATION CIRCULAR
FOR THE
ANNUAL GENERAL AND SPECIAL MEETING OF
SHAREHOLDERS
OF
VORTEX ENERGY CORP.**

TO BE HELD ON

JANUARY 11, 2024

DATED: DECEMBER 11, 2023

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON JANUARY 11, 2024

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of the holders of common shares (the “**Shareholders**”) of Vortex Energy Corp. (the “**Company**” or “**Vortex**”) will be held at the offices of the Company’s legal counsel, DLA Piper (Canada) LLP, at 1133 Melville Street, Suite 2700, Vancouver, BC V6E 4E5 on Thursday, January 11, 2024 at 10:00 a.m. (Vancouver Time). At the Meeting, Shareholders will be asked to consider the following matters:

1. to receive the audited financial statements of the Company for the year ended June 30, 2023 and for the period from incorporation on July 13, 2021 to June 30, 2022, and the auditor’s report thereon;
2. to set the number of directors at three (3) for the ensuing year;
3. to elect the directors for the ensuing year;
4. to appoint Baker Tilly WM LLP as the Company’s auditor for the ensuing year and to authorize the directors to fix the auditor’s remuneration;
5. to authorize, approve, ratify and confirm Company’s equity compensation plan (the “**Compensation Plan**”) and the unallocated entitlements issuable thereunder, as further set out in Part 5 of Section 7 of the Information Circular (as defined below);
6. to approve a special resolution to amend the quorum requirement in the Company’s articles to require a quorum for the transaction of business at shareholder meetings of two shareholders who, in the aggregate, hold at least 5% of the issued shares entitled to be voted at the meeting and are present in person or represented by proxy; and
7. to transact such further or other business as may be properly brought before the Meeting or at any continuation of the Meeting following an adjournment or postponement thereof.

The accompanying Management Information Circular (the “**Information Circular**”) provides additional information relating to the matters to be dealt with at the Meeting. The board of directors of the Company (the “**Board**”) has approved the contents of the Information Circular and the distribution of the Information Circular to Shareholders. All Shareholders are reminded to review the Information Circular before voting, as it contains important information about the Meeting. Although no other matters are contemplated, the Meeting may also consider the transaction of such further or other business, and any permitted amendment to or variation of any matter identified in this Notice, as may properly come before the Meeting or at any continuation of the Meeting following an adjournment or postponement thereof.

The Board has fixed the close of business on December 7, 2023 as the record date for the determination of the Shareholders entitled to receive notice of, and to vote at, the Meeting, or at any continuation of the Meeting following an adjournment or postponement thereof. Only Shareholders at the close of business on December 7, 2023 are entitled to receive notice of and vote at the Meeting or at any continuation of the Meeting following an adjournment or postponement thereof. Shareholders are entitled to vote at the Meeting either in person or by proxy, as described in the Information Circular under the heading “*Section 2 – Proxies and Voting Rights*”. For information with respect to Shareholders who own their shares through an intermediary, see “*Section 2 – Proxies and Voting Rights – Beneficial Shareholder Voting*” in the Information Circular.

In order to streamline the Meeting process, the Company encourages Shareholders to vote in advance of the Meeting by using the form of proxy or voting instruction form provided with the Meeting materials and by submitting their votes no later than Tuesday, January 9, 2024 at 10:00 a.m. (Vancouver time) (or no later than 48 hours, excluding Saturdays, Sundays and statutory holidays, prior to the date on which the Meeting or any postponement or adjournment thereof is held), the cut-off time for the deposit of proxies prior to the Meeting, in accordance with the processes set out in the Information Circular, or before such earlier time and in such manner as may be directed in the form.

We value your opinion and participation at the Meeting as a Shareholder of the Company. If you have any questions relating to the Meeting, please contact the Company at info@vortexenergycorp.com.

DATED at Vancouver, British Columbia this 11th day of December, 2023.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ Paul Sparkes

Paul Sparkes
Chief Executive Officer and Director