

MONITOR VENTURES INC.

Suite 1703, 595 Burrard Street
Vancouver, British Columbia V7X 1J1
Telephone: 604-689-1428/ Fax: 604-681-4692

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and a special meeting (“**Meeting**”) of the holders (“**Shareholders**”) of common shares (“**Common Shares**”) of Monitor Ventures Inc. (the “**Corporation**”) will be held at the offices of the Corporation at Suite 1703, 595 Burrard Street, Vancouver, British Columbia on Wednesday, June 23, 2021 at 9:30 a.m. (Vancouver time) for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Corporation for the financial year ended December 31, 2020 together with the auditor’s report thereon.
2. To set the number of directors of the Corporation to be elected at the Meeting at four. See “Election of Directors” in the Circular (as defined below).
3. To elect the board of directors of the Corporation to hold office until the next annual meeting of the Shareholders or until their successors are elected or appointed. See “Election of Directors” in the Circular.
4. To appoint Davidson & Company LLP, Chartered Professional Accountants, as auditor of the Corporation for the ensuing year and to authorize the board of directors of the Corporation to fix the auditor’s remuneration. See “Appointment of an Auditor” in the Circular.
5. To ratify the Corporation’s stock option plan. See “Stock Option Plan” and “Particulars of Matters to be Acted Upon – Continuation of Stock Option Plan” in the Circular.
6. To approve the issuance of more than 100% of the issued and outstanding Common Shares in any 12 month period.
7. To approve the delisting of the Corporation from the TSX Venture Exchange.
8. To approve, by way of a special resolution, the continuation of the Corporation out of the federal Canadian jurisdiction into the jurisdiction of the province of British Columbia.

All Shareholders are entitled to attend and vote at the Meeting in person or by proxy but only Shareholders of record at the close of business on May 11, 2021 will be entitled to vote at the Meeting. The board of directors requests that all Shareholders not attending the Meeting in person to read, date, sign and return the accompanying instrument of proxy (“**Proxy**”) or voting instruction form (“**VIF**”) in accordance with their instructions. Unregistered Shareholders must return their VIFs in accordance with the instructions given by their financial institution or other intermediary that sent it to them. Shareholders are reminded to review the management proxy circular dated May 12, 2021 prepared for the purposes of the Meeting (the “**Circular**”) before voting.

TAKE NOTICE that pursuant to the *Canada Business Corporations Act* you may give the Corporation, on or before the date of the Meeting, a written objection with respect to the continuation of the Corporation from the federal jurisdiction into the British Columbia provincial jurisdiction. As a result of giving a written objection you may require the Corporation, on receiving a notice that the resolution has been adopted by its Shareholders, to purchase all your Common Shares for their fair value. The foregoing rights are further explained in the Circular.

Notice-and-Access

The details of all matters proposed to be put before Shareholders at the Meeting are set forth in the Circular.

The Corporation has decided to use the notice-and-access method for delivery of meeting materials to its registered and beneficial Shareholders. Under notice-and-access, Shareholders still receive a Proxy or VIF enabling them to vote at the Meeting, however, instead of a paper copy of the Circular, the Corporation’s annual financial statements for the year ended December 31, 2020 (“**Annual Financial Statements**”) and associated management’s discussion and analysis (“**Annual MD&A**”) and additional materials, Shareholders receive this notice with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally

friendly as it will help reduce paper use and also will reduce the cost of printing and mailing materials to Shareholders. Shareholders with questions about notice-and-access can call the Corporation at 1-604-689-1428 (collect calls accepted).

These securityholder materials are being sent to both registered and non-registered owners of the Common Shares. If you are a non-registered owner, and the Corporation or its agent has sent these materials directly to you, your name and address and information about your holdings of Common Shares, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Corporation (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

Websites Where Materials are Posted

The Circular, Annual Financial Statements, Annual MD&A and additional materials can be viewed online on the Corporation's pages on SEDAR at www.sedar.com and at www.monitorventures.ca.

Obtaining Paper Copies of Materials

Shareholders may obtain paper copies of the meeting materials by postal delivery at no cost to them. Requests may be made up to one year from the date the Circular was filed on SEDAR by:

- (a) calling the Corporation at 1-604-689-1428 (collect calls accepted);
- (b) mailing a request to the Corporation, Suite 1703, 595 Burrard Street, Vancouver, British Columbia V7X 1J1, Canada, Attention: Corporate Secretary; or
- (c) sending a request by e-mail to lee@earlston.ca.

To receive the Circular, Annual Financial Statements and Annual MD&A in sufficient time to allow for review and return of the Proxy or VIF by the due date, a request for paper copies should be sent so that it is received by no later than the end of business on June 9, 2021.

Conduct of the Meeting due to COVID 19

In light of ongoing concerns about the COVID-19 pandemic, the Corporation strongly urges Shareholders not to attend the meeting in person but to attend via teleconference using the following dial-in numbers:

DIAL-IN NUMBERS	CONFERENCE ID CODE
1.866.895.5510 (Toll Free North America)	6381465#
1.858.384.5500 (Outside of US and Canada)	6381465#

To ensure as many Common Shares as possible are represented at the Meeting, Shareholders are encouraged to vote online or complete the enclosed Proxy and return it as soon as possible in the envelope provided for that purpose. Shareholders who do not hold their Common Shares in their own name are strongly encouraged to complete the VIFs received from their broker as soon as possible and to follow the instructions set out under "Advice to Beneficial Shareholders" in the Circular.

In accordance with the by-laws of the Corporation, all proxies, to be valid, must be deposited with the Registrar and Transfer Agent of the Corporation, Computershare Trust Company of Canada, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1 Attention: Proxy Department, no later than 9:30 a.m. (Vancouver time) on June 21, 2021, or not less than 48 hours (excluding Saturdays and holidays) preceding any adjournment of the Meeting.

DATED this 12th day of May, 2021.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) *Bill Radvak*
President and Chief Executive Officer