

FISSION 3.0 CORP.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON TUESDAY, NOVEMBER 22, 2022

NOTICE IS HEREBY GIVEN that the **Annual General and Special** meeting (the “**Meeting**”) of **FISSION 3.0 CORP.** (the “**Company**”) will be held at **Suite 750 – 1620 Dickson Ave. Kelowna BC, British Columbia V1Y 9Y2** on **Tuesday, November 22, 2022, at 10:30 AM** (Pacific Time) for the following purposes:

1. to receive the audited financial statements of the Company for the financial year ended June 30, 2022, together with the auditor’s reports thereon;
2. to fix number of directors at four (4) and elect directors for the ensuing year;
3. to approve the appointment of Charlton & Company, Chartered Professional Accountants, as the Company’s auditor for the ensuing year, and to authorize the directors to fix the remuneration to be paid to the auditor;
4. to pass by an ordinary resolution to adopt the Company’s 10% Rolling Share Option Plan, as described in the accompanying Information Circular;
5. to pass, with or without variation, an ordinary resolution of the disinterested shareholders to ratify and approve the fixed restricted share unit plan of the Company (the “**RSU Plan**”), as described in the accompanying Information Circular; and
6. to transact such other business as may properly come before the Meeting or any adjournments thereof.

The accompanying management information circular (the “**Information Circular**”) provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. Also accompanying this Notice are (i) Form of Proxy or Voting Instruction Form, and (ii) Financial Statement Request Form. Any adjournment of the Meeting will be held at a time and place to be specified at the Meeting.

Only shareholders of record at the close of business on **October 18, 2022**, will be entitled to receive notice of and vote at the Meeting. Shareholders are entitled to vote at the Meeting either in person or by proxy. Each common share (the “**Common Shares**”) is entitled to one vote.

Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account, you are not a registered shareholder.

DATED at Vancouver, British Columbia, this **20th** day of **October, 2022**.

BY ORDER OF THE BOARD OF DIRECTORS:

Signed: “*Devinder Randhawa*” _____
DEVINDER RANDHAWA
Chief Executive Officer, Chairman and Director