

MANNING VENTURES

Suite 303, 750 West Pender Street
Vancouver, British Columbia Canada V6C 2T7

Telephone: 604 681-0084

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

Notice is hereby given that an in person/telephone conference call annual general meeting (the "Meeting") of shareholders of Manning Ventures Inc. (the "Company") will be held at Suite 1500 – 1055 West Georgia Street, Vancouver, British Columbia Canada on Wednesday, August 17, 2022 at 10 o'clock a.m. Pacific Time.

Due to ongoing concerns related to the current coronavirus pandemic ("COVID-19"), and in order to mitigate potential risks to the health and safety of the Company's shareholders, employees and other stakeholders, shareholders are encouraged not to attend the Meeting in person. The Company is offering Shareholders the option to listen and participate (but not vote) at the Meeting in real time by conference call as follows:
Dial by your location

Canada Toll Free:	1-855-244-8677
Canada Toll:	1-416-915-6530
US Toll Free:	1-855-282-6330
US Toll:	1-415-655-0002
Access Code:	95400309

NOTE OF CAUTION Concerning COVID-19

At the date hereof the Company intends to hold the Meeting at the location stated in the Notice of Meeting. However, due to potential unforeseen changes in the ongoing coronavirus COVID-19 outbreak ("COVID-19"), we recommend all shareholders submit votes by sending in a properly completed and signed form of proxy (or voting instruction form) prior to the Meeting following instructions in this Information Circular. The Company reserves the right to take pre-cautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to changes in COVID-19 including: change of Meeting date, change of Meeting venue or the way in which the Meeting is held, for example by virtual meeting. Should any changes to the Meeting occur, the Company will announce any and all changes by way of news release filed under the Company's profile on SEDAR at www.sedar.com as well as on our Company website at https://manning-ventures.com/. Please check the Company's website or SEDAR profile prior to the Meeting for the most current information. In the event of changes to the Meeting format due to COVID-19, the Company will **not** prepare or mail amended Meeting Proxy Materials.

*****DUE TO THE COVID 19 VIRUS, WE ARE REQUESTING THAT ALL SHAREHOLDERS VOTE THEIR SHARES BY PROXY AND AVOID ATTENDING THE MEETING IN PERSON*****

Shareholders who intend to attend the meeting via telephone conference must **submit votes by Proxy ahead of the proxy deadline of 10 o'clock a.m. (Pacific Time) on Monday, August 15, 2022.**

Attendance by telephone conference allows Shareholders to listen to, but not to vote at, the Meeting.

Purpose of the Meeting

1. to table the audited financial statements of the Company for the financial years ended November 30, 2021 and November 30, 2020, the report of the auditor thereon and the related management's discussion and analysis;

2. to fix the number of directors at four (4);

3. to elect directors of the Company for the ensuing year;

4. to appoint SHIM & Associates LLP, Chartered Professional Accountants, as auditors of the Company for the ensuing year;

5. to ratify, confirm and approve the adoption of the Company's 10% "rolling" stock option plan, for continuation, as more particularly described in the accompanying Information Circular; and

6. to ratify, confirm and approve the adoption of the Company's 10% "rolling" restricted share unit plan, for continuation, as more particularly described in the accompanying Information Circular.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting. No other matters are contemplated, however any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

Shareholders of record on the Company's books at the close of business on July 7, 2022 are entitled to attend and vote at the Meeting or at any postponement or adjournment thereof. Each common share is entitled to one vote.

The audited financial statements of the Company for financial years ended November 30, 2021 and November 30, 2020, the auditor's report thereon, and the related management's discussion will be tabled at the Meeting. The financial statements will be made available at the Meeting and will be available on request to the Company, and may be viewed on the Company's SEDAR website at www.sedar.com.

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, July 14, 2022.

BY ORDER OF THE BOARD

s/Alexander Klenman

Alexander Klenman
Chief Executive Officer and Director