

MANNING VENTURES

MANNING VENTURES INC.
Suite 303, 750 West Pender Street
Vancouver, British Columbia Canada V6C 2T7
Telephone: 604 681-0084

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE is hereby given that an annual general and special meeting of the shareholders (the "Shareholders") of Manning Ventures Inc (the "Company") will be held at Suite 1500 – 1055 West Georgia Street, Vancouver, British Columbia, Canada on Thursday, August 17, 2023, at 10 o'clock a.m. (Pacific Time (the "**Meeting**").

Purpose of the Meeting

The Meeting is to be held for the following purposes:

1. to table the consolidated audited financial statements of the Company for the years ended November 30, 2022 and November 30, 2021, the report of the auditor thereon and the related management 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 approve by an ordinary resolution the adoption of new Articles for the Company which would replace the Company's current Articles, which new Articles to include advance notice provisions, as more particularly described in the accompanying Information Circular.

No other matters are contemplated for presentation to the Meeting, 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.

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.

Copies of the consolidated audited financial statements of the Company for the years ended November 30, 2022 and November 30, 2021, the report of the auditor thereon, and the related management discussion and analysis will be made available at the Meeting and are available under the Company's SEDAR corporate profile at www.sedar.com.

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 and in the Information Circular to ensure that such shareholder's 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 17, 2023.

BY ORDER OF THE BOARD

s/Alexander Klenman

Alexander Klenman
Chief Executive Officer and Director