

CASSIUS VENTURES LTD.

595 Burrard Street, Suite 3083
Vancouver, BC, V7X 1L3, Canada
Telephone: 604 558 1107
Fax: 604 566 9081

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT an annual general meeting (the “**Meeting**”) of the shareholders of Cassius Ventures Ltd. (the “**Company**”) will be held at 595 Burrard Street, Suite 2900, Vancouver, British Columbia, V7X 1L7 at 11 a.m. on Thursday, December 3, 2020, for the following purposes:

1. to receive the financial statements of the Company for the fiscal year ended October 31, 2019, together with the auditor’s report thereon;
2. to appoint the auditor for the Company and to authorize the directors to fix the auditor’s remuneration;
3. to fix the number of directors at five;
4. to elect directors for the ensuing year;
5. to re-approve the stock option plan for the Company; and
6. to transact such other business as may properly come before the Meeting and any adjournments thereof.

The Company has established the close of business on October 28, 2020 (the “**Record Date**”) as the record date for the Meeting. Only shareholders of record as at the close of business on the Record Date will be entitled to receive notice of the Meeting or any adjourned or postponed meeting and to vote at the Meeting.

Accompanying this notice are an Information Circular, a form of Proxy (or Voting Instruction Form), voting instructions and a Financial Statement Request Form. The accompanying Information Circular provides information relating to the matters to be addressed at the Meeting and is incorporated into and forms part of this Notice.

Due to the COVID-19 pandemic, to mitigate risk to the health and safety of our communities, shareholders and employees, the Company requests that shareholders not attend the Meeting in person. The Company encourages shareholders to instead vote their shares in advance of the Meeting via mail, telephone or online. No management presentation will be made at the Meeting.

If any shareholder does wish to attend the Meeting in person, please contact (604) 558-1107 or info@cassisuventures.com in order for arrangements to be made that comply with all recommendations, regulations and orders related to the COVID-19 pandemic. No shareholder who is experiencing any symptoms of COVID-19, including fever, cough or difficulty breathing will be permitted to attend the Meeting in person.

The Company may take additional precautionary measures in relation to the Meeting as necessary in response to further developments related to the COVID-19 pandemic and shall comply with all applicable recommendations, regulations and orders related thereto. In the event it is not possible or advisable to hold the Meeting in person, the Company will announce alternative arrangements for the Meeting as promptly as practicable, which may include holding the Meeting entirely by electronic means.

A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxyholder to attend and vote in his stead. If you are unable to attend the Meeting or any postponement(s) or adjournment(s) thereof in person, please read the Notes accompanying the form of Proxy enclosed herewith and then complete and return the Proxy within the time set out in the Notes. The enclosed form of Proxy is solicited by management but, as set out in the Notes, you may amend it if you so desire

by striking out the names listed therein and inserting in the space provided the name of the person you wish to represent you at the Meeting.

DATED at Vancouver, British Columbia, this 28th day of October, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

"John A. Thomas"

John A. Thomas
Chairman, President & Chief Executive Officer