RICHCO INVESTORS INC.

3882 Lawrence Place
North Vancouver, B.C. V6K 2X2
(604) 684-8450

NOTICE OF ANNUAL GENERAL MEETING OF MEMBERS

TAKE NOTICE that the Annual General Meeting of Members of RICHCO INVESTORS INC., (the "Company") will be held at 1228 Marinaside Crescent, Vancouver, British Columbia V6Z 2W4, on:

Thursday, January 31, 2019

at the hour of 9:30 o'clock in the forenoon (Vancouver time) for the following purposes:

1. to receive the financial statements of the Company for its fiscal year ended December 31, 2017 and the report of the Auditors thereon and the Report of the Directors;

2. to set the number of Directors at three (3).

3. to elect Directors;

4. to appoint MacKay LLP, Chartered Accountants as auditors and to authorize the Directors to fix their remuneration;

5. to approve the amended 2004 Stock Option Plan

6. to approve the Board’s authority to increase the size of the Board at its discretion

7. to approve the Board’s authority to restructure the Capital Structure of the Company at its discretion

Accompanying this Notice are an Information Circular and Proxy.

Holders of multiple voting shares (the “Multiple Voting Shares”) and subordinate voting shares (the “Subordinate Voting Shares”) (collectively the “Shareholders”) of the Company are entitled to vote at the meeting either in person or by proxy. If you are unable to attend, please complete, date and sign the enclosed proxy form and return it in the envelope provided for that purpose.

Please find enclosed the Information Circular for 2018. The aforementioned contains a more detailed description of the matters proposed for consideration by the Shareholders of the Company.

Any Shareholder entitled to vote at the Meeting or any adjournment thereof may vote by proxy and the proxyholder need not be a Shareholder. Shareholders who do not expect to attend the Meeting and who would like their shares to be represented should ensure that a completed proxy form, signed by the registered Shareholder, is deposited with the Company not less than 48 hours before the time of the Meeting , or with the secretary of the Meeting prior to the commencement of the Meeting.

Only Shareholders of record at the close of business on December 27, 2018 will be entitled to vote in person or by proxy at the Meeting or any adjournment thereof. To the extent that any such Shareholder transfers the ownership of any of his/her shares after that date and the “referring” of those shares established that a new transferee owns such shares and such transferee demands not later than ten (10) days before the Meeting that his/her name be included in the Shareholders list, such transferee will be entitled to vote at the Meeting.

DATED at Vancouver, British Columbia, this 2nd day of January, 2019.

ON BEHALF OF THE BOARD OF DIRECTORS
“Chris Tsakok”

PRESIDENT and DIRECTOR