EVEREST VENTURES INC.
303 – 570 Granville Street
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NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING OF SHAREHOLDERS

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the "**Meeting**") of Everest Ventures Inc. (the "**Company**") will be held at the offices of Clark Wilson LLP at 900 - 885 West Georgia Street, Vancouver, British Columbia, on Friday, April 29, 2016, at the hour of 9:30 a.m. (Vancouver time) for the following purposes:

1. to receive the audited financial statements of the Company for the financial years ended July 31, 2014 and July 31, 2015 and the accompanying reports of the auditors thereon;

2. to ratify the appointment of Davidson & Company LLP as the auditors of the Company for the fiscal year ending July 31, 2015 and to ratify the remuneration paid to the auditors for the fiscal year ending July 31, 2015;

3. to appoint Davidson & Company LLP as the auditors of the Company for the fiscal year ending July 31, 2016 and to authorize the board of directors of the Company to fix the remuneration to be paid to the auditors for the fiscal year ending July 31, 2016;

4. to set the number of directors of the Company for the ensuing year at five (5) persons;

5. to elect, individually, Conrad Clemiss, James Nelson, Joseph Casabona, Miodrag Andric and Charles Ross as directors of the Company to hold office until the next annual general meeting of the Company, or until such time as their successors are duly elected or appointed in accordance with the Company's Articles, or until such director's earlier death, resignation or removal;

6. to ratify any stock option grants since the Company's 10% rolling Stock Option Plan (the "**Plan**") was last approved by the Company's shareholders;

7. to re-approve the Plan, as more particularly described in the accompanying management information circular (the "**Information Circular**");

8. to consider, and if deemed advisable, to approve an ordinary resolution approving the consolidation of the issued and outstanding common shares of the Company on a one (1) for three (3) basis (the "**Consolidation**"), as more particularly described in the Information Circular;

9. to consider, and if deemed advisable, to approve an ordinary resolution of disinterested shareholders authorizing the acquisition by Halio Capital Inc. of 20,000,000 units of the Company (on a post-Consolidation basis), and the material effect on control of the Company resulting therefrom, as more particularly described in the Information Circular; and

10. to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

The Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

The Company's board of directors has fixed March 24, 2016 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the Information Circular.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company's transfer agent, Computershare Investor Services Inc., 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1 at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (the "**Intermediary**"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, this 30th day of March, 2016.

By Order of the Board of Directors of

EVEREST VENTURES INC.

"Conrad Clemiss"
Conrad Clemiss
President, Chief Executive Officer and Director