

ICWHY CAPITAL VENTURES INC.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an Annual General Meeting of Holders of Common Shares of ICWHY Capital Ventures Inc. (the "Company") will be held at 26, 2365 Abbeyglen Way, Kamloops, BC, V1S 1Y3 on Thursday, December 14, 2023 at 10:00 AM Pacific Standard Time for the following purposes:

1. To accept the audited financial statements for the fiscal period ended March 31, 2023 and the auditor's reports thereon;
2. To fix the number of Directors to be elected for the ensuing year at five (5);
3. To elect the Directors for the ensuing year;
4. To appoint the auditors for the ensuing year and to authorize the directors to fix the remuneration of the auditors;
5. To consider and, if deemed advisable, pass a resolution to approve the Corporation's Stock Option Plan, as more particularly described in the attached Information Circular; and
6. To transact such other business as may come before the meeting;

all as more particularly set out in the attached Information Circular. The form of proxy accompanies this Notice. The audited financial statements, auditors' report and management's discussion and analysis have been delivered to those shareholders who indicated to the Company that they wished to receive copies of same.

The Directors have fixed the close of business on November 8, 2023 as the record date for determination of shareholders entitled to notice of and the right to vote at the Meeting either in person or by proxy. A shareholder who is unable to attend the Meeting in person and who wishes to ensure that their shares will be voted at the Meeting, is requested to complete, date and execute the enclosed form of Proxy and deliver it to the Company's transfer agent: COMPUTERSHARE INVESTOR SERVICES INC., 8th Floor, 100 University Avenue, Toronto, Ontario, Canada, M5J 2Y1, by fax, hand, online or by mail in accordance with the instructions set out in the form of Proxy and Management Proxy Circular.

DATED at the City of Kamloops, in the Province of British Columbia, as of November 17, 2023.

BY ORDER OF THE BOARD OF
DIRECTORS

Signed "Randy Clifford"

RANDY CLIFFORD
CEO, CFO, Corporate Secretary & Director