

VENZEE TECHNOLOGIES INC.
Suite 170 – 422 Richards Street
Vancouver, British Columbia, Canada V6B 2Z4

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON DECEMBER 10, 2025

NOTICE IS HEREBY GIVEN that the annual and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of the common shares (the “**Common Shares**”) in the capital of Venzee Technologies Inc. (the “**Company**” or “**Venzee**”) will be held at Suite 1100, 111 Melville Street, Vancouver, British Columbia, on Friday, December 10, 2025 at 11:00 a.m. PT for the following purposes:

1. to receive the audited financial statements of the Company for the financial year ended March 31, 2025, together with the auditor’s report thereon;
2. to elect directors for the ensuing year;
3. to re-appoint Davidson & Company LLP, Chartered Professional Accountants, as the Company’s auditor for the ensuing year, and to authorize the directors to fix the remuneration to be paid to the auditor;
4. to consider and, if thought fit, to pass an ordinary resolution of disinterested Shareholders approving the Company’s Omnibus Long Term Incentive Plan, as more particularly described in the attached management information circular in “**Section 3 - The Business of the Meeting - 4. Approval of Omnibus Long Term Incentive Plan**”;
5. to consider and, if thought fit, to pass an ordinary resolution (the “**Transaction Resolution**”) of disinterested Shareholders approving the completion of the acquisition by the Company from Digital Commerce Payments Inc. (“**DCP**”) of the Jasper Software as a Service (SaaS) Product Information Management (PIM) Solution business, including the right to use related software, by way of the issuance of 30,000,000 Common Shares to DCP pursuant to the terms of the transaction agreement dated October 31, 2025 entered into between the Company and DCP (the “**Transaction Agreement**”), as more particularly described in the attached management information circular (the “**Information Circular**”) in “**Section 3 – The Business of the Meeting - 5. Approval of Transaction**”;
6. to consider and, if thought fit, to pass an ordinary resolution (the “**Debt Settlement Resolution**”) of disinterested Shareholders approving the issuance of up to 31,540,470 Common Shares to holders of debentures and other indebtedness issued by the Company, including DCP and certain of its affiliates, in satisfaction of such indebtedness and accrued interest owing to them by the Company, based on an issue price of CAD\$0.095 per Common Share (or, if greater, the applicable minimum acceptable price required by TSX Venture Exchange (the “**TSXV**”) policies), as more particularly described in the Information Circular in “**Section 3 – The Business of the Meeting - 6. Approval of Debt Settlement**”, including the settlement of: (i) up to approximately CAD\$329,000 owing to an affiliate of DCP pursuant to convertible debentures including accrued interest; (ii) up to approximately CAD\$1,167,000 owing to DCP pursuant to cash loans and accrued interest evidenced by promissory notes; and (iii) such disinterested Shareholder approvals as may be required under TSXV Policy 4.4 – *Security Based Compensation* to approve the settlement of up to approximately CAD\$935,000 of unpaid consulting fees and accrued interest relating to consulting services provided by DCP to Venzee since the third quarter of 2023 and approximately USD\$28,400 of indebtedness owing by Venzee to certain former employees, which was assumed by DCP for consideration of approximately USD\$5,600, on such terms (the foregoing maximum figures assuming a closing date of December 31, 2025, being the outside date under the Transaction Agreement);
7. to consider and, if thought fit, to pass an ordinary resolution (the “**Private Placement Resolution**”) of disinterested Shareholders approving the issuance of up to 31,578,947 Common Shares to subscribers for Common Shares, including DCP, at an issue price of CAD\$0.095 per Common Share for gross proceeds of

up to CAD\$3 million, as more particularly described in the Information Circular in “**Section 3 – The Business of the Meeting - 7. Approval of Private Placement**”; and

8. to transact such other business as may properly come before the Meeting or any adjournments thereof.

In addition to the requirement that the Transaction Resolution, the Debt Settlement Resolution and the Private Placement Resolution be approved by disinterested Shareholders pursuant to the policies of the TSXV, to be effective, each such resolution also must be approved by a majority of the votes cast on such resolutions by Shareholders present in person or represented by proxy at the Meeting, excluding votes attached to Common Shares required to be excluded for obtaining majority of the minority approval at the Meeting pursuant to Multilateral Instrument 61-101 – *Protection of Minority Shareholders in Special Transactions*.

The Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this notice of the Meeting (the “**Notice**”). Also accompanying this Notice are (i) a form of proxy (“**Form of Proxy**”) or voting instruction form (“**VIF**”), and (ii) a financial statement request form. Any adjournment of the Meeting will be held at a time and place to be specified at the Meeting.

Each Common Share is entitled to one vote. Only Shareholders of record at the close of business on October 21, 2025 will be entitled to receive notice of and vote at the Meeting. Shareholders are entitled to vote at the Meeting either in person or by proxy.

Registered Shareholders who are unable to attend the Meeting in person and who wish to ensure that their Common 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 or VIF to ensure that their Common Shares will be voted at the Meeting. Any Shareholder that holds his, her, or its Common Shares in a brokerage account is not a registered Shareholder.

ALL SHAREHOLDERS ARE STRONGLY ENCOURAGED TO VOTE BY SUBMITTING THEIR COMPLETED FORM OF PROXY (OR VIF) PRIOR TO THE MEETING BY ONE OF THE MEANS DESCRIBED IN THE INFORMATION CIRCULAR ACCOMPANYING THIS NOTICE.

The Company encourages Shareholders to vote their Common Shares in advance of the Meeting via mail, or online.

DATED at Vancouver, British Columbia, this 7th day of November, 2025.

BY ORDER OF THE BOARD OF DIRECTORS:

Signed: “**Peter Montross**”

Peter Montross

President, Chief Executive Officer and Director