



**WAHUPTA VENTURES INC.  
NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholder,

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("AGM") of the shareholders of Wahupta Ventures Inc. (the "Company") will be held as follows:

**Date:** April 11<sup>th</sup> 2025

**Time:** 10.00a am PST

**Location:** [Via Google meets Link https://meet.google.com/pzr-ibqq-odv](https://meet.google.com/pzr-ibqq-odv)

The AGM will be held to conduct the following business:

**AGENDA**

1. **Call to Order**
2. **Establishment of Quorum**
3. **Approval of Agenda**
4. **Approval of Minutes of Previous AGM**
5. **Presentation of Financial Statements** – To receive and consider the financial statements of the Company for the fiscal year ended October 31 2024, together with the management discussion and report thereon.
6. **Appointment of Auditors** – To forgo the appointment of an auditor of the Company for the ensuing year and authorize the Board of Directors to fix their remuneration.
7. **Election of Directors** – To elect directors to serve until the next AGM or until their successors are elected or appointed.
  - o **Call for Director Nominations:** Shareholders wishing to nominate candidates for election to the Board of Directors must submit their nominations in writing to the Company at least 5 business days prior to the AGM.
8. **Approval of Executive Compensation** – To consider and approve, on an advisory basis, the executive compensation structure of the Company.
9. **Special Resolutions (if applicable)** – To consider and, if deemed advisable, pass any special resolutions as may be necessary.
10. **Other Business** – To transact such other business as may properly come before the meeting or any adjournment thereof.
11. **Adjournment**

**VOTING AND PROXIES**

Shareholders who are unable to attend the AGM in person may submit a proxy form appointing a representative to vote on their behalf. Proxy forms must be received by the Company no later than

Monday April 7<sup>th</sup> 2025 before the AGM. Further details on proxy submission are enclosed with this notice.

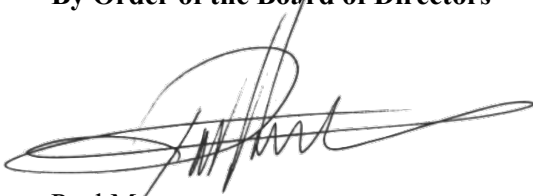
## **PARTICIPATION**

If the meeting is held virtually, [login credentials](#) and instructions for participation will be provided upon request. Shareholders are encouraged to confirm their attendance and review all meeting materials in advance. BY replying by email to. [investors@wahupta.com](mailto:investors@wahupta.com)

Your participation is important to the future of Wahupta Ventures Inc. We look forward to your engagement at the AGM.

Dated this 1<sup>st</sup> day of April 2025

**By Order of the Board of Directors**

A handwritten signature in black ink, appearing to read 'Paul Mann', with a large, sweeping flourish extending to the right.

Paul Mann  
CEO  
Wahupta Ventures Inc.



## **Proxy form for Annual General shareholder meeting on April 11, 2025**

### **To All Registered shareholders**

The WAHUPTA VENTURES. Special shareholder meeting (meeting) will be held by virtual meeting at;

<https://meet.google.com/pzr-ibqq-odv> at 10:30 a.m. (Pacific Standard time) on April 11<sup>th</sup>, 2025.

### **Your vote is important**

As a shareholder, you have the right to vote your shares on electing directors, appointing the accountant/bookkeeper, and any other items that may properly come before the meeting. You can and we recommend that you vote your shares by proxy. You can also vote your shares by attending the virtual meeting or any adjournment at: <https://meet.google.com/pzr-ibqq-odv>

1. Voting by proxy is the easiest way to vote. Voting by proxy means that you are giving each person named on this proxy form (proxyholder) the authority to vote your shares for you. If you are voting by proxy, Wahupta Ventures or other agents we appoint must receive your signed proxy form or you must have voted by email before noon (Pacific time) on April 9, 2025.
2. Every shareholder has the right to appoint some other person or company of the shareholder's choice, who need not be a shareholder of Wahupta, to act on the shareholder's behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided and return your proxy by email as indicated herein.

# Proxy solicited by and on behalf of Management.

This form revokes all proxy forms (with respect to the same shares) you have previously signed that relate to the meeting. It will only be accepted as a valid proxy if it remains intact and has been signed.

## Appointing a proxyholder

By completing this proxy form, you are appointing as your proxyholder Paul Mann, Sam Anderson and Jonas LaForge who are the current directors of Wahupta Ventures., unless you appoint someone else (in which case, insert the name of the person you wish to appoint in the box to the right).

**If you appoint a proxyholder other than the three directors listed above, YOU MUST return your proxy by email with the required information. If you do not specify how you want your shares voted, the directors named as proxyholders intend to cast the votes represented by proxy at the meeting as recommended by the board of directors.** Your proxyholder may vote your shares as your proxyholder sees fit on any amendments to these items and on any other items that may properly come before the meeting or any adjournment.

### Complete this section to provide voting instructions.

Please check "For", "Withhold" or "Against", as applicable, for each of the following items. Voting recommendations are indicated by highlighted text over the boxes.

1. Election of directors: For fiscal 2025 the board of directors recommends voting **FOR** all nominees.      FOR      AGAINST\*

01. Paul Mann

02. Sam Anderson

03. Jonas LaForge

\* If there are more candidates nominated at the meeting than positions available on the board of directors then in accordance with applicable laws "Against" will instead be read as "Withhold"

2. Appointment of accountant: the board of directors recommends. recommends voting **FOR** all nominees.      FOR      AGAINST\*

01. Nelson Ip

3. Ratification of previous annual general meetings: The board of directors recommends ratification and acceptance of all previous annual general meetings.      FOR      AGAINST\*

01. All previous Annual General Meetings be ratified

## Please sign this proxy form

You must sign this proxy form to ensure that it will be accepted as valid. When you sign this proxy form, you authorize the proxyholder to act and vote your shares on your behalf at the meeting and any adjournment, and to carry out your voting instructions. If you are an individual shareholder, you or your authorized attorney must sign the proxy form. Your attorney may have to provide proof of your authorization. For shares registered in the name of two or more owners, at least one of the holders must sign to be accepted. For shares registered in the name of a corporation or other legal entity, an authorized officer or attorney must sign. This person may have to provide proof of authorization to sign.

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Day – Month - 2025