

**ALSET AI VENTURES INC.**  
488 – 1090 West Georgia Street,  
Vancouver, British Columbia Canada, V6E 3V7

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that an annual and special meeting (the “**Meeting**”) of the holders (collectively, the “**Shareholders**” or individually, a “**Shareholder**”) of common shares (“**Common Shares**”) in the capital of Alset AI Ventures Inc. (the “**Company**”) will be held on Tuesday, August 26, 2025 at 11:00 a.m. (Toronto Time) at the offices of Aird & Berlis LLP, Brookfield Place, Suite 1800, 181 Bay Street, Toronto, Ontario, M5J 2T9. The Meeting will be held for the following purposes:

1. to receive the audited financial statements of the Company for the year ended September 30, 2024 (the “**Annual Financial Statements**”), together with the report of the auditor thereon;
2. to elect directors of the Company for the ensuing year;
3. to appoint Davidson & Company LLP, Chartered Professional Accountants, as the auditor of the Company for the ensuing year and to authorize the directors of the Company to fix its remuneration;
4. to consider, and if thought appropriate, to pass, with or without variation, a resolution to approve certain amendments to the Company’s omnibus incentive plan, as more fully described in the accompanying management information circular dated July 22, 2025 (the “**Circular**”); and
5. to transact such other business as may properly be brought before the Meeting or any adjournment or adjournments thereof.

Accompanying this Notice of Annual and Special Meeting of Shareholders is the Circular and a copy of the Annual Financial Statements, together with the report of the auditor thereon.

As a Shareholder of the Company, it is very important that you read the Circular and other Meeting materials carefully. They contain important information with respect to voting your Common Shares and attending and participating at the Meeting.

Registered Shareholders and duly appointed proxyholders will be able to attend, submit questions and vote at the Meeting. A Registered Shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his, her or its duly executed form of proxy with the Company’s transfer agent and registrar, Endeavour Trust Corporation, (a) by fax to (604) 559-8908, by mail or by hand to Endeavor Trust Corporation, Suite 702 - 777 Hornby Street, Vancouver, BC V6Z 1S4, or by email to [proxy@endeavortrust.com](mailto:proxy@endeavortrust.com), or (b) by voting online at [www.eproxy.ca](http://www.eproxy.ca), following the instructions provided, and entering the 12-digit control number and password located on his, her or its form of proxy, by no later than 11:00 a.m. (Toronto Time) on Friday, August 22, 2024 or if the Meeting is adjourned, not less than 24 hours (excluding Saturdays, Sundays and holidays) before the time set for any reconvened meeting at which the proxy is to be used.

Shareholders who wish to appoint a person other than the management nominees identified in the form of proxy must carefully follow the instructions in the Circular and on their form of proxy. These instructions include the additional step of registering the proxyholder with the Company’s transfer agent, Endeavor Trust Corporation submitting the form of proxy.

The record date for the determination of those Shareholders entitled to receive the Notice of Annual and Special Meeting of Shareholders and to vote at the Meeting was the close of business on Tuesday, July 22, 2025 (the “**Record Date**”). Notice of the Annual and Special Meeting of Shareholders and the accompanying Circular and to attend and vote at the Meeting and any adjournment(s) or postponement(s) thereof.

**DATED** at Vancouver, British Columbia this 22<sup>nd</sup> day of July, 2025.

**BY ORDER OF THE BOARD**

*(signed) “Adam Ingrao”*

Adam Ingrao  
Director, Chief Executive Officer