

ATLAS CLOUD ENTERPRISES INC.
308 EAST 5TH AVENUE VANCOUVER,
BRITISH COLUMBIA V5T 1H4
TELEPHONE: (778) 871-0357

INFORMATION CIRCULAR
(AS AT MAY 22, 2018, EXCEPT AS INDICATED)

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an Annual General and Special Meeting (the “**Meeting**”) of the Shareholders of Atlas Cloud Enterprises Inc. (the “**Company**”) will be held at the offices of McMillan LLP, 1500-1055 West Georgia Street, Vancouver, British Columbia, on June 26, 2018 at 10:00 a.m. (Vancouver Time) for the following purposes:

1. to receive and consider the annual audited financial statements of the Company for the fiscal year ended May 31, 2017, the related report of the auditor thereon and the related management’s discussion and analysis;
2. to fix the number of directors at four (4);
3. to elect Directors of the Company for the ensuing year (see “*Election of Directors*” in the Company’s accompanying Information Circular);
4. to appoint MNP LLP, Chartered Professional Accountants, for the ensuing year (see “*Appointment of Auditor*” in the Company’s accompanying Information Circular);
5. to consider and, if thought fit, pass, with or without variation, a special resolution approving a change of name of the Company to “Atlas Blockchain Group Inc.”; and
6. to consider and, if thought fit, pass, with or without variation, a special resolution approving the continuation of the Company under the *Business Corporations Act* (British Columbia) from Alberta, and adoption of new charter documents as necessary (see “*Continuation into British Columbia*” in the Company’s accompanying Information Circular).

No other matters are contemplated for consideration at the Meeting, however any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting. **Please review the Information Circular before voting.**

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.

A non-registered shareholder (also a “Beneficial Shareholder”) who plans to attend the Meeting must follow the instructions set out in the form of proxy (or voting instruction form) accompanying this Notice and the Information Circular, to ensure that such shareholder’s Common Shares will be voted at the Meeting. If you hold your Common Shares in a brokerage account you are not a registered shareholder.

The audited financial statements for the financial year ended May 31, 2017, the related report of the auditor, and management discussion and analysis will be made available at the Meeting and are available on www.sedar.com.

DATED at Vancouver, British Columbia, May 22, 2018.

BY ORDER OF THE BOARD

“Fred Stearman”

Fred Stearman
Director