

**SHANE RESOURCES LTD.**

**804 - 750 West Pender Street  
Vancouver, BC V6C 2T7**

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

**TAKE NOTICE** that the annual general and special meeting (the “**Meeting**”) of holders (“**Shareholders**”) of common shares (the “**Common Shares**”) in the capital of Shane Resources Ltd. (the “**Corporation**”) will be held at 207 - 120 Sonnenschein Way, Saskatoon, Saskatchewan S7M 0W2 on October 19, 2021 at 10:00 a.m. (Saskatoon time), as it may be postponed or adjourned.

Accompanying this Notice are materials delivered in connection with the Meeting including:

1. the management information circular of the Corporation, dated September 15, 2021 (the “**Circular**”); and
2. a form of proxy.

The Corporation has entered into a non-binding letter of intent dated March 26, 2021 (the “**Letter of Intent**”) with Empatho Corp. (“**Empatho**”) in respect of a proposed business combination with Empatho (the “**Transaction**”). Certain matters to be considered at the Meeting are necessary in order to prepare the Corporation to complete the Transaction. All references herein to the “**Resulting Issuer**” refer to the Corporation after completion of the Transaction.

The Meeting will be for the following purposes:

1. to receive the financial statements for the Corporation as at and for the financial years ended December 31, 2020 and 2019, and the auditor’s reports thereon;
2. to nominate and elect the directors of the Corporation as more particularly described in the Circular;
3. to re-appoint Stern & Lovrics LLP as the auditor of the Corporation until the earlier of the close of the next annual meeting of shareholders of the Corporation or their earlier resignation or replacement, and to authorize the board of directors of the Corporation (the “**Board**”) to fix the auditor’s remuneration;
4. to consider, and, if deemed advisable, to pass, with or without variation, a special resolution approving the continuance of the Corporation from the *Business Corporations Act* (Saskatchewan) to the *Business Corporations Act* (British Columbia) and the adoption of the articles for the Corporation;
5. to consider and, if thought fit, to pass, with or without variation, a special resolution authorizing the Corporation to amend its articles of incorporation to change the name of the Corporation to a name determined by the Board in its sole discretion, as more particularly described in the accompanying Circular; and
6. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The full text of resolutions in respect of special business can be found in the Circular.

If you are a Shareholder of record of the Corporation at the close of business on September 15, 2021, you are entitled to receive notice of, participate in, and vote at the Meeting. We encourage you to vote your Common Shares and participate in the Meeting.

**Due to the ongoing concerns related to the spread of the coronavirus (COVID-19) and in order to protect the health and safety of Shareholders, employees, other stakeholders and the community, Shareholders are strongly encouraged to listen to the Meeting via teleconference instead of attending the Meeting in person and to vote on the matters before the Meeting by proxy.**

**We ask that Shareholders also review and follow the instructions of any local, provincial and/or federal health authorities of any place you must travel through to attend the Meeting. Please do not attend the Meeting in**

person if you are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact has travelled to or from outside of Canada within the fourteen (14) days immediately prior to the Meeting or any adjournment thereof. All Shareholders are strongly encouraged to vote by submitting their completed form of proxy (or voting instruction form) prior to the Meeting by one of the means described in the Circular.

The Corporation reserves the right to take any additional precautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to further developments in the COVID-19 pandemic and in order to ensure compliance with federal, provincial and local laws and orders including, without limitation: (i) changing the Meeting date and/or changing the means of holding the Meeting; (ii) denying access to persons who exhibit cold or flu-like symptoms, or who have, or have been in close contact with someone who has, travelled to or from outside of Canada within the fourteen (14) days immediately prior to the Meeting or any adjournment thereof; and (iii) such other measures as may be recommended by public health authorities in connection with gatherings of persons such as the Meeting. Should any such changes to the Meeting format occur, the Corporation will announce any and all of these changes by way of news release, which will be filed under the Corporation's profile on SEDAR at [www.sedar.com](http://www.sedar.com). We strongly recommend that you review the Corporation's profile on SEDAR at [www.sedar.com](http://www.sedar.com) prior to the Meeting for the most current information. In the event of any changes to the Meeting format due to the COVID-19 pandemic, the Corporation will not prepare or mail amended materials in respect of the Meeting.

The Board has approved the contents of the Circular. Please review the Circular, as it contains important information about the Meeting, the items of business, and explains who can vote and how to vote.

DATED September 15, 2021.

**BY ORDER OF THE BOARD**

*/s/ "Binyomin Posen"*

**Binyomin Posen**  
Chief Executive Officer, Chief Financial Officer and Director