

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

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Everton Meeting**”) of shareholders (“**Everton Shareholders**”) of Everton Resources Inc. (“**Everton**”) will be held at 10:00 a.m. (Toronto time) on April 6, 2020 at the offices of legal counsel for Everton, located at World Exchange Plaza, 45 O'Connor St #2000, Ottawa, Ontario K1P 1A4, for the following purposes, more as described in the accompanying management information circular dated March 4, 2020 (the “**Circular**”):

- (a) to receive the consolidated financial statements of Everton together with the auditor’s report thereon for the fiscal year ended October 31, 2019 and for the fiscal year ended October 31, 2018;
- (b) to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution to appoint Devisser Gray LLP, as the auditors of Everton for the ensuing year and to authorize the directors of Everton (the “**Everton Directors**”) to fix their remuneration;
- (c) to consider and, if deemed advisable, to pass an ordinary resolution (the “**Everton Directors Resolution**”) electing the directors of Everton until the completion of the Arrangement (as defined herein);
- (d) to consider and, if deemed advisable, to pass an ordinary resolution of the majority of the minority of Everton Shareholders (the “**Securities Exchange Resolution**”) to approve the exchange of (the “**Securities Exchange**”): (i) on a post-Consolidation (as defined herein) basis, up to 74,400,100 (subject to the issuance of additional Molecule Shares (as defined herein) pursuant to the Molecule Private Placement (as defined herein) and as otherwise contemplated in the Arrangement Agreement common shares (“**Resulting Issuer Shares**”) of the Resulting Issuer (as defined herein) in exchange for all of the issued and outstanding common shares (“**Molecule Shares**”) of Molecule Inc. (“**Molecule**”); (ii) up to 2,500,000 stock options (on a post-Consolidation basis) exercisable for Resulting Issuer Shares (“**Resulting Issuer Options**”) for all of the issued and outstanding stock options of Molecule exercisable for Molecule Shares (“**Molecule Options**”); and (iii) the number of Resulting Issuer Share purchase warrants (“**Resulting Issuer Warrants**”) equal to the number of Molecule Share purchase warrants (“**Molecule Warrants**”) that may be issued under the Molecule Private Placement, all in accordance with the proposed plan of arrangement under Section 182 of the *Business Corporations Act* (Ontario) (the “**Arrangement**”) of Molecule to be completed pursuant to the terms and subject to the conditions of an arrangement agreement (the “**Arrangement Agreement**”), dated November 27, 2019 between Everton and Molecule Everton thereafter being the “**Resulting Issuer**” (the “**Transaction**”);
- (e) to consider and, if deemed advisable, to pass a special resolution (the “**Consolidation Resolution**”) approving the consolidation of the Everton Shares on the basis of one post-consolidated Resulting Issuer Share for each 10 pre-consolidation Everton Shares (the “**Consolidation**”) to take effect immediately prior to the completion of the Arrangement and only if the Everton Shareholders approve the Securities Exchange and the security holders of Molecule approve the Arrangement;
- (f) to consider and, if deemed advisable, to pass, a special resolution (the “**Name Change Resolution**”) to approve an amendment to the articles of Everton to change its name to

“Molecule Holdings Inc.” or such other name as may be determined by the Board of Directors of Everton and agreed by the Molecule Board to take effect only in the event the Arrangement is completed;

- (g) to consider and, if deemed advisable, to pass, a special resolution (the “**Preferred Share Resolution**”) to authorize Everton to, immediately prior to giving effect to the Arrangement, amend its articles to create a class of preferred shares of Everton (after giving effect to the Arrangement, the “**Resulting Issuer Preferred Shares**”);
- (h) to consider and, if deemed advisable, to pass an ordinary resolution (the “**Resulting Issuer Director Resolution**”) electing the directors of the Resulting Issuer to be conditional on and effective immediately following the completion the Arrangement;
- (i) to consider and, if deemed advisable, to pass a special resolution (the “**Stock Option Plan Resolution**”) confirming, authorizing, and approving the stock option plan of Everton, which will be the Stock Option Plan of the Resulting Issuer upon completion of the Arrangement;
- (j) to consider and, if deemed advisable, to pass, an ordinary resolution (the “**Delisting Resolution**”) of the majority of the minority of Everton Shareholders, to delist the Everton Shares from the TSX Venture Exchange (the “**TSXV**”) in accordance with TSXV Policy 2.9-*Trading Halts, Suspensions and Delisting*; and
- (k) to transact such other business as may properly be brought before the Everton Meeting or any adjournment thereof.

The record date (the “**Record Date**”) for determination of Everton Shareholders entitled to receive notice of and to vote at the Everton Meeting is the close of business on February 7, 2020. Only Everton Shareholders whose names have been entered in the register of Everton Shareholders at the close of business on the Record Date are entitled to receive notice of and to vote at the Everton Meeting. Each Everton Share entitled to be voted on each resolution at the Everton Meeting will entitle the Everton Shareholder to one vote at the Everton Meeting on all matters to come before the Everton Meeting.

An Everton Shareholder may attend the Everton Meeting in person or may be represented by proxy. Everton Shareholders who are unable to attend the Everton Meeting or any adjournment thereof in person are requested to date, sign, and return the accompanying form of proxy (the “Everton Proxy”) for use at the Everton Meeting or any adjournment thereof. To be effective, the Everton Proxy must be received by our transfer agent, Computershare Trust Company of Canada, by mail: 100 University Ave. 8th Floor, Toronto, On, M5J 2Y1, not later than April 2, 2020 (Toronto time) at 10:00 a.m. or 48 hours (other than a Saturday, Sunday or holiday) prior to the time to which the Everton Meeting may be adjourned. Notwithstanding the foregoing, the Chair of the Everton Meeting has the discretion to accept proxies received after such deadline.

If an Everton Shareholder receives more than one form of Everton Proxy because such Everton Shareholder owns Everton Shares registered in different names or addresses, each form of Everton Proxy should be completed and returned.

If you are a non-registered Everton Shareholder and have received these materials through your broker, custodian, nominee, or other financial intermediary, please complete and return the form of Everton Proxy or voting instruction form provided to you by your broker, custodian, nominee, or other financial intermediary in accordance with the instructions provided therein.

The Everton Proxy confers discretionary authority with respect to: (i) amendments or variations to the matters of business to be considered at the Everton Meeting; and (ii) other matters that may properly come before the Everton Meeting. As of the date hereof, management of Everton knows of no amendments, variations or other matters to come before the Everton Meeting other than the matters set forth in this Notice of Meeting. Everton Shareholders who are planning on returning the accompanying Everton Proxy are encouraged to review the Circular carefully before submitting the Everton Proxy form. It is the intention of the persons named in the enclosed Everton Proxy, if not expressly directed to the contrary in such proxy, to vote in favour of each respective resolution above.

DATED at Ontario this 4th day of March, 2020.

**BY ORDER OF THE BOARD OF
DIRECTORS**

“Andre Audet”

Andre Audet
Chairman and Chief Executive Officer