

# FIBRESOURCES CORPORATION

## NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

**TAKE NOTICE** that an Annual and Special Meeting (the “Meeting”) of the Shareholders of Fibresources Corporation (the “Company”) will be held in the Boardroom of Owen Bird Law Corporation, 29<sup>th</sup> Floor, 595 Burrard Street, Vancouver, British Columbia, on **Friday, January 17, 2020**, at 10:00 a.m. (Vancouver time), for the following purposes:

1. To receive the audited financial statements of the Company for the financial years ended January 31, 2019 and 2018, together with the Auditor's Reports thereon.
2. To appoint D&H Group LLP, Chartered Professional Accountants, as auditors of the Company for the ensuing year and to authorize the directors to fix the auditor’s remuneration.
3. To elect directors of the Company for the ensuing year.
4. To approve the adoption of the Company’s new 10% rolling stock option plan, as more particularly set out in the accompanying Information Circular.
5. To approve a consolidation of the Company’s issued and outstanding common shares.
6. To approve de-listing from the TSX Venture Exchange.
7. To approve the continuation of the Company from being federally incorporated to being governed under the British Columbia *Business Corporations Act*.
8. To transact such other business as may be brought before the Meeting.

Accompanying this Notice is an Information Circular dated December 13, 2019, a form of proxy or voting instruction form and a reply card for use by shareholders who wish to receive the Company’s interim and/or annual financial statements. The accompanying Information Circular provides information relating to the matters to be addressed at the meeting and is incorporated into this Notice.

**Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their 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.**

**Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.**

**DATED** at Vancouver, British Columbia, this 13<sup>th</sup> day of December, 2019.

ON BEHALF OF THE BOARD

*“Edgar Froese”*

Edgar Froese, CEO