

WINDFALL GEOTEK INC.

**NOTICE OF THE ANNUAL GENERAL
MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that the Annual Meeting of the Shareholders of Windfall Geotek Inc. (the "Company") will be held solely by means of remote communication, rather than in person, on November 17th, 2020 at 11:00 a.m. (Eastern Time), for the following purposes:

- (1) presenting to shareholders the financial statements of the Company for the fiscal year ended February 29, 2020 and the auditors' report thereon; and
- (2) electing the directors of the Company; and
- (3) appointing the auditors of the Company and authorizing the board of directors to fix their remuneration; and
- (4) adopting an ordinary resolution approving and ratifying the Company's current 10% rolling stock option plan and the options granted thereunder; and
- (5) to transact such other business that may properly come before the meeting.

Only shareholders of record at the close of business on October 13, 2020, (the "**Record Date**") are entitled to receive notice of the Meeting, to act at the Meeting and express their voting rights. No person who becomes a shareholder after the Record Date will be entitled to vote or act at the Meeting or any adjournment thereof.

Due to the public health impact of the coronavirus pandemic, also known as COVID-19, and to mitigate risks to the health and safety of our community, shareholders, employees and other stakeholders, the Corporation is conducting a virtual meeting of the Shareholders of the Corporation. **Shareholders will not be able to attend the Meeting in person.** Instead, Registered Shareholders (as defined in the accompanying Circular under the heading "Appointment of Proxyholder and Right of Revocation of Proxies") and duly appointed proxyholders can virtually attend, participate, vote or submit questions at the virtual Meeting online by registering at the following link:

<https://ca1se.voxco.com/SE/?st=imZLd8veiGhNUHx3QdV7OcUM1Si97zy0OfU9PLXsJ6k%3D>

After registering, you will receive a confirmation email with access instructions.

To ensure a smooth process, the Corporation is asking registered participants to log in by 10:45 a.m. (Eastern Time) on November 17, 2020.

Just as they would be at an in-person meeting, Registered Shareholders and duly appointed proxyholders will be able to attend the virtual Meeting, participate, submit questions online and vote virtually, all in real time, provided they are connected to the internet and comply with all of the requirements set out in the accompanying Circular. Registered Shareholders who are unable to attend the virtual Meeting are requested to complete, sign and date the accompanying form of proxy in accordance with the instructions provided therein and in the Circular and return it in accordance with the instructions and timelines set forth in the Circular.

Non-registered (or beneficial) shareholders who have not duly appointed themselves as proxyholder will be able to attend the virtual Meeting as "guests", but will not be able to participate, submit questions or vote at the virtual Meeting.

By order of the Board



(s)

Michel Fontaine
President

Montreal October 13th, 2020

IMPORTANT

In order that the greatest number possible of shares may be represented and voted at the Annual Meeting, shareholders who are unable to attend the meeting are requested to COMPLETE, DATE, SIGN AND RETURN the enclosed form of PROXY to Computershare Trust Company of Canada in the enclosed envelope provided for that purpose before 5:00 p.m. on November 15th, 2020. Please refer to the annexed management proxy circular for additional particulars.