

**BIRD RIVER RESOURCES INC.**

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

**TAKE NOTICE** that the annual general and special meeting (the “**Meeting**”) of shareholders (the “**Shareholders**”) of Bird River Resources Inc. (the “**Corporation**”) will be held at 1 Adelaide St. East, 8<sup>th</sup> Floor, Suite 801, Toronto, Ontario M5C 2V9 on September 25, 2020, at 11:00 a.m (Toronto time). Shareholders may attend the Meeting (i) in person (or by a duly appointed proxy) at Suite 801, 1 Adelaide St. East, Toronto, Ontario, M5C 2V9, (ii) by telephone, by calling +1 647 374 4685 and entering Meeting ID No. 958 2794 8299 and Passcode No. 285234 to join the Meeting by telephone, or (iii) by Zoom via <https://zoom.us/j/95827948299?pwd=Zm5WWiFsRnRtbm1OMXNFeGF0ZWZNdz09> and entering 958 2794 8299 as the Meeting ID and 285234 as the Passcode.

*COVID-19 Precautions.* In light of ongoing concerns regarding the spread of COVID-19, Shareholders are encouraged to vote on the matters before the Meeting by proxy. **We encourage Shareholders not to attend the Meeting in person,** particularly if they are experiencing any of the described COVID-19 symptoms. As always, we encourage Shareholders to vote their shares prior to the Meeting by following the instructions in the enclosed form of proxy. We may take additional precautionary measures in relation to the Meeting in response to further developments with the COVID-19 outbreak. In the event it is not possible or advisable to hold the Meeting in person, we will announce alternative arrangements for the Meeting as promptly as practicable, which may include delaying the Meeting or holding the Meeting entirely by electronic means, telephone or other communication facilities. If you are a registered shareholder or appointed proxyholder and are planning to attend the Meeting, please notify the Corporation c/o its legal counsel, Garfinkle Biderman LLP, in advance of the Meeting at either the email address or phone number provided below:

Email: [spesko@garfinkle.com](mailto:spesko@garfinkle.com)

Telephone: 416-869-0547

**The Meeting will be held for the following purposes:**

- (a) TO receive the audited financial statements of the Corporation for the years ended July 31, 2019 and 2018 and the auditor’s report thereon;
- (b) TO elect directors of the Corporation;
- (c) TO re-appoint MNP LLP as auditors of the Corporation and to authorize the directors to fix their remuneration;
- (d) TO consider, and if deemed advisable, pass a special resolution, with or without variation, authorizing the Corporation to amend the articles of the Corporation (the “**Articles**”) to consolidate the common shares (the “**Common Shares**”) of the Corporation (the “**Consolidation**”) on the basis of a consolidation ratio to be selected by the board of directors (“**Board**”), within a range not exceeding one (1) post-consolidation Common Share for every twenty (20) pre-consolidation Common Shares issued and outstanding, with the timing and exact ratio to be determined by the Board, in its sole discretion, as more particularly set forth in the accompanying

- management information circular (the “**Circular**”);
- (e) TO consider, and if deemed advisable, pass a special resolution approving a name change of the Corporation from “Bird River Resources Inc.” to such other name as may be determined by the Board, in its sole discretion (the “**Name Change**”);
  - (f) TO consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution to approve the amendment of the by-laws of the Corporation (the “**By-Law Amendment**”), by changing the quorum requirement for holding a meeting of shareholders and by changing the location requirement for holding a meeting of shareholders, as more particularly described in this Circular;
  - (g) TO consider, and if deemed advisable, pass a special resolution, authorizing and approving the sale (the “**Asset Sale**”) of 100% of its shareholder’s interest in High Point Oil Inc. (“**High Point**”) to Richfield Oil Inc. (“**Richfield**”);
  - (h) TO consider, and if deemed advisable, to pass, with or without variation, a special resolution to approve the continuation of the Corporation from the *Corporations Act* (Manitoba) (the “**Manitoba Act**”), into British Columbia, under the *Business Corporations Act* (British Columbia) (the “**BC Act**”), and the adoption of a new set of articles in accordance with the BC Act (the “**Continuance**”); and
  - (i) TO transact such other business as may properly be brought before the Meeting, or any adjournment thereof.

**The details of the matters proposed to be put before the Meeting are set forth in the management information circular (the “Circular”) accompanying this Notice, which is supplemental to and expressly made part of this Notice.**

**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 must complete, date and execute 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 Circular.**

**Unregistered shareholders who plan to attend the Meeting must follow the instructions set out in the voting instruction form and in the Circular 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.**

**If you require assistance with voting your common shares, please contact your financial, legal, tax or other professional advisors.**

**DATED** at Toronto, Ontario, August 25, 2020.

**BY ORDER OF THE BOARD OF DIRECTORS**

*/s/ “Jon Bridgman”*

**Jon Bridgman**

**Chief Executive Officer and Director**