



141 Adelaide Street West, Suite 301
Toronto, Ontario M5H 3L5

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting of the shareholders (the "**Meeting**") of Fox River Resources Corporation (the "**Corporation**") will be held at the offices of DSA Corporate Services Inc. at 82 Richmond Street East, Toronto, Ontario M5C 1P1 on April 29, 2024, at 10:30 a.m. (Toronto time) for the following purposes:

1. to receive and consider the audited financial statements of the Corporation for the fiscal year ended October 31, 2023, together with the report of the auditors thereon;
2. to appoint auditors and to authorize the directors to fix their remuneration;
3. to elect directors;
4. to transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

Shareholders who dial in to the Meeting through the call details below will not be able to vote on the matters put forth at the Meeting. Only those registered shareholders or duly appointed proxyholders who attend the Meeting in person will be permitted to vote at the Meeting. The Corporation urges all shareholders to vote by proxy in advance of the Meeting in accordance with the instructions set out below and to listen to the Meeting through the live conference call details provided below:

Date and Time	Monday, April 29, 2024, at 10:30 a.m. (Toronto time)
Dial-in Numbers	+1 (647) 723-3984 (Toronto) +1 (866) 365-4406 (North America – Toll Free)
Access Code	8487744#

Notice-and-Access

The Corporation is utilizing the notice-and-access mechanism (the "**Notice-and-Access Provisions**") under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 – *Continuous Disclosure Obligations*, for distribution of Meeting materials to registered and beneficial Shareholders as applicable.

Website Where Meeting Materials are Posted

The Notice-and-Access Provisions are a set of rules that allows reporting issuers to post electronic versions of proxy-related materials (such as proxy circulars and annual financial statements) on-line, via the System for Electronic Document Analysis and Retrieval Plus (“**SEDAR+**”) and one other website, rather than mailing paper copies of such materials to Shareholders. Electronic copies of the management information circular (the “**Circular**”), financial statements of the Corporation for the year ended October 31, 2023 (“**Financial Statements**”) and management’s discussion and analysis of the Corporation’s results of operations and financial condition for 2023 (“**MD&A**”) may be found on the Corporation’s SEDAR+ profile at <http://www.sedarplus.com> and also on the Corporation’s website at <http://www.fox-river.ca/2024-agm/>. The Corporation will not use procedures known as “stratification” in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the Circular to some Shareholders with this notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Circular.

Obtaining Paper Copies of Materials

The Corporation anticipates that using notice-and-access for delivery to all Shareholders will directly benefit the Corporation through a substantial reduction in both postage and material costs, and also promote environmental responsibility by decreasing the large volume of paper documents generated by printing proxy-related materials. Shareholders with questions about notice-and-access can call the Corporation’s transfer agent TSX Trust Company at (416) 361-0152. Shareholders may also obtain paper copies of the Circular, Financial Statements and MD&A free of charge by contacting TSX Trust Company at the same number or upon request to the Corporation’s Corporate Secretary.

A request for paper copies which are required in advance of the Meeting should be sent so that they are received by the Corporation or the TSX Trust Company, as applicable, by April 18, 2024 in order to allow sufficient time for Shareholders to receive the paper copies and to return their proxies or voting instruction forms to intermediaries not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof (the “**Proxy Deadline**”).

The record date for the determination of shareholders entitled to receive notice of and to vote at the Meeting (the “**Record Date**”) is at the close of business on March 8, 2024. Shareholders whose names have been entered in the register of shareholders at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting.

A shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment thereof in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment thereof. To be effective, the enclosed proxy must be mailed so as to reach or be deposited with the Secretary of the Corporation, c/o TSX Trust Company attention: proxy department, 100 Adelaide Street West, Suite 301, Toronto, Ontario, M5H 4H1,

Canada, not later than forty-eight (48) hours (excluding Saturdays, Sundays and holidays in the Province of Ontario) prior to the time set for the Meeting or any adjournment thereof at which the proxy is to be used, or delivering the completed proxy to the Chairman of the Meeting on the day of the Meeting or any adjournment thereof prior to the time of voting.

The instrument appointing a proxy shall be in writing and shall be executed by the shareholder or the shareholder's attorney authorized in writing or, if the shareholder is a company, by a duly authorized officer or attorney thereof and, if the company has a corporate seal, its corporate seal must be affixed.

The persons named in the enclosed form of proxy are each a director and/or officer of the Corporation. Each shareholder of the Corporation has the right to appoint a proxyholder other than such persons, who need not be a shareholder, to attend and to act for such shareholder and on such shareholder's behalf at the Meeting. To exercise such right, the names of the nominees of management should be crossed out and the name of the shareholder's appointee should be legibly printed in the blank space provided.

In the event of a strike, lockout or other work stoppage involving postal employees, all documents required to be delivered by a shareholder should be delivered by facsimile to TSX Trust Company at (416) 595-9593.

Shareholders are reminded to review the Circular before voting.

DATED at Toronto, Ontario as of the March 13, 2024.

BY ORDER OF THE BOARD

"Stephen D. Case"

Stephen D. Case
President & Chief Executive Officer