

NEXCO RESOURCES INC.

Notice of Annual General & Special Meeting of Shareholders

TAKE NOTICE that an Annual General & Special Meeting (the “Meeting”) of the Shareholders of Nexco Resources Inc. (the “Corporation”) will be held at 1095 West Pender Street, Suite 750, Vancouver, British Columbia on Thursday, February 29, 2024 at 10:00 a.m. (Vancouver time) for the following purposes:

1. to receive the audited financial statements of the Corporation for the year ended August 31, 2023, and the report of the auditors thereon;
2. to fix the number of directors for the ensuing year at three (3);
3. to elect directors for the ensuing year;
4. to appoint the auditors for the Corporation for the ensuing year and to authorize the board of directors to fix the auditors' remuneration;
5. to consider and, if thought fit, pass an ordinary resolution approving the continuation of the stock option plan, as more particularly described in the Information Circular under the heading “Particulars of Matters to be Acted Upon - Continuation of Stock Option Plan”; and
6. to transact such other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

Accompanying this Notice is a Management Proxy Circular, an Instrument of Proxy (or a voting instruction form if you hold common shares through a broker or other intermediary) and a Financial Statement Request Form. The accompanying Management Proxy Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to and expressly made a part of this Notice of Meeting.

To be valid, the accompanying form of Proxy, duly completed, dated and signed, must arrive at the office of the Registrar and Transfer Agent of the Corporation, Endeavor Trust Company, 777 Hornby Street, #702, Vancouver, BC V6Z 1S4 not less than 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) prior to the scheduled time of the Meeting, or any adjournment(s) or postponement(s) thereof, or delivered to the Chairperson of the Meeting prior to the commencement of the Meeting.

If you are a non-registered shareholder of the Corporation and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your security on your behalf (the “Intermediary”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia this 25th day of January, 2024.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ “Zayn Kalyan”

Director and Chief Executive Officer