

# Spey Resources Corp.

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#1100 – 1199 W. Hastings Street  
Vancouver, British Columbia V6E 3T5  
Telephone: (604) 637-6373

## **NOTICE OF ANNUAL GENERAL & SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that the annual general & special meeting (the “**Meeting**”) of the holders of common shares (“**Shareholders**”) of Spey Resources Corp. (the “**Company**”) will be held virtually on Friday, December 15, 2023, at 10 a.m. (Pacific Standard Time) for the following purposes:

- (a) to receive and consider the audited consolidated financial statements of the Company as at and for the financial year ended November 30, 2022, together with the report of the auditor thereon;
- (b) to appoint Manning Elliot LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and authorize the board of directors (the “**Board**”) to fix the remuneration of the auditor;
- (c) to fix the number of the directors of the Company for the ensuing year at five (5);
- (d) to elect directors of the Company to hold office for the ensuing year;
- (e) to consider, and if thought fit, to pass an ordinary resolution to ratify and approve the Company’s Advance Notice Policy relating to the nominations of directors for election at the Company’s Shareholder meetings, as more particularly described in the accompanying Information Circular; and
- (f) to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The specific details of the foregoing matters to be put before the Meeting, as well as further information with respect to voting by proxy, are set forth in the information circular.

**The Company is conducting a Meeting virtually. Registered Shareholders and validly appointed proxyholders may attend the Meeting via Zoom at:**

<https://us06web.zoom.us/j/86392827119?pwd=UPbJSnlwt5K36SusT9UvuHCERC17OE.1>

Meeting ID: 863 9282 7119  
Passcode: 664012

**A Shareholder who is unable to attend the Meeting virtually and who wishes to ensure that such Shareholder’s shares will be voted at the Meeting is requested to complete, date and sign the enclosed form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the information circular.**

As set out in the notes, the enclosed proxy is solicited by management, however you may amend it, if you so desire, by striking out the names listed therein and inserting in the space provided the name of the person you wish to represent you at the Meeting.

**DATED** this 9<sup>th</sup> day of November, 2023.

By order of the Board of Directors:

Signed: "*Nader Vatanchi*"

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Nader Vatanchi  
Chief Executive Officer & Director