



SPEY RESOURCES CORP.

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF
SHAREHOLDERS AND
MANAGEMENT INFORMATION CIRCULAR**

Dated: October 29, 2024

Meeting Details

Date: November 28, 2024
Time: 10:00 a.m. (Pacific Time)
Location: Via Zoom at:

<https://us06web.zoom.us/j/85157890623?pwd=8BI7jHZ02KeVhVwZJblfXo6maMlf20.1>

Meeting ID: 851 5789 0623

Passcode: 450438

Spey Resources Corp.

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

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of the holders of common shares (“**Shareholders**”) of Spey Resources Corp. (the “**Company**”) will be held virtually on Thursday, November 28, 2024, at 10 a.m. (Pacific 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, 2023, 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 four (4);
- (d) to elect directors of the Company to hold office for the ensuing year;
- (e) to consider and, if thought advisable, to pass, with or without variation, a special resolution approving the adoption of a new form of articles by the Company, as more particularly described in the information circular which accompanies this notice; 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/85157890623?pwd=8B17jHZ02KeVhVwZJblfXo6maMlf20.1>

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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 29th day of October, 2024.

By order of the Board of Directors:

Signed: "*Nader Vatanchi*"

Nader Vatanchi

Chief Executive Officer & Director