

# PROJECT ONE RESOURCES LTD.

## NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

**TAKE NOTICE** that an annual general meeting (the "Meeting") of the shareholders of Project One Resources Ltd. (the "Company") will be held at Suite 1710, 1177 West Hastings Street, Vancouver, B.C. on **Tuesday, March 10, 2020 at 10:00 a.m. (Vancouver time)** for the following purposes:

1. To receive the audited financial statements of the Company for the fiscal year ending August 31, 2019, together with the auditor's report thereon.
2. To reappoint Smythe LLP, Chartered Professional Accountants as auditor of the Company for the fiscal year ending August 31, 2020; and to authorize the directors of the Company to fix the remuneration to be paid to the auditor for the fiscal year ending August 31, 2020.
3. To set the number of directors of the Company for the ensuing year at four (4) persons.
4. To elect directors of the Company to serve until the next annual general meeting of the Company's shareholders.
5. To consider and, if deemed appropriate, pass an ordinary resolution to renew the incentive stock option plan for the Company.
6. To transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

The accompanying Information 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 Annual General Meeting.

**A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxyholder to attend and vote in his/her stead. If you are unable to attend the Meeting in person, please read the notes accompanying the Instrument of proxy enclosed and then complete and return the proxy within the time set out in the notes. As set out in the notes, the enclosed instrument of proxy is solicited by management, but 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** at Vancouver, British Columbia, this 7<sup>th</sup> day February, 2020.

BY ORDER OF THE BOARD

***"Ron Shenton"***

President