

GOLDEN BIRCH RESOURCES INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of Class A common shares (“**Common Shares**”) of Golden Birch Resources Inc. (the “**Corporation**”) will be held virtually, by logging in using the details as set forth below:

Meeting Link: <https://us06web.zoom.us/j/4927251082>
Meeting ID: 492 725 1082

on July 20, 2021, at 10:00 a.m. (Toronto time) for the following purposes, all as more particularly described in the enclosed management information circular (the “**Circular**”):

- (a) to receive the Corporation’s financial statements for the year ended December 31, 2020 and the report of the auditors thereon;
- (b) to consider and, if deemed advisable, pass a special resolution to fix the number of directors of the Corporation to be elected at the Meeting at five;
- (c) to elect directors of the Corporation;
- (d) to appoint the auditors and to authorize the directors to fix their remuneration;
- (e) to consider and, if deemed advisable, pass a special resolution authorizing the Board to change the name of the Corporation, as more particularly described in the accompany Circular; and
- (f) to transact such further and other business as may be properly brought before the Meeting or any adjournment or postponement thereof.

The board of directors (the “**Board**”) has fixed June 15, 2021 as the record date (the “**Record Date**”) for determining the Shareholders who are entitled to receive notice of and vote at the Meeting. Only Shareholders whose names have been entered in the registers of the Corporation as at the close of business on the Record Date will be entitled to receive notice of and vote at the Meeting.

In view of the COVID-19 outbreak, and in order to mitigate risks to the health and safety of shareholders, management, and the community at large, the Corporation will hold the Meeting in a virtual only format, which will be conducted via live webcast. Shareholders will not be able to attend the Meeting in person. Shareholders will have an equal opportunity to participate at the Meeting online regardless of their geographic location. At the Meeting, shareholders will have the opportunity to ask questions and vote “real time” on a number of important matters. Beneficial Shareholders (as defined herein) may view the Meeting through the following link: <https://us06web.zoom.us/j/4927251082>, but will not have the ability to vote virtually or ask questions through the live webcast.

Voting

Shareholders who wish to appoint a third-party proxyholder to represent them at the Meeting must submit their proxy or voting instruction form (as applicable) prior to registering their proxyholder. Registering the proxyholder is an additional step once a shareholder has submitted their Proxy. Failure to register a duly appointed proxyholder will result in the proxyholder not receiving a Username to participate in the Meeting. To register a proxyholder, shareholders must contact Capital Transfer Agency, ULC (“**Capital Transfer**”) by email at voteproxy@capitaltransferagency.com prior to 10:00 a.m. (Toronto time) on July 16, 2021 (the “**Proxy Deadline**”) and provide Capital Transfer Agency, ULC (“**Capital Transfer**”) with their proxyholder’s contact information, so that the proxyholder may receive a Meeting Access Code and Voter ID via e-mail.

A Beneficial Shareholder will not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his/her/its broker; however, a Beneficial Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote the Common Shares in that capacity. Only Shareholders as of the Record Date are entitled to receive notice of and vote at the Meeting.

If you are Beneficial Shareholder and have received these materials through your broker, custodian, nominee or other intermediary, please complete and return the form of proxy or voting instruction form provided to you by your broker, custodian, nominee or other intermediary in accordance with the instructions provided therein.

Shareholders are reminded to review the Circular before voting.

DATED this 15th day of June, 2021.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) "*Iain Martin*"

Iain Martin, Secretary and Director