

JNC RESOURCES INC.
Suite 615, 800 West Pender Street
Vancouver, British Columbia
V6C 2V6

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS GIVEN THAT an annual general meeting (the “**Meeting**”) of the holders of common shares (the “**Shareholders**”) of JNC Resources Inc. (“**JNC Resources**” or the “**Company**”) will be held at Suite 615, 800 West Pender Street, Vancouver, British Columbia V6C 2V6, on Tuesday, September 15, 2020 at 10:00 a.m. (Vancouver time), for the following purposes:

1. to receive the Company’s audited financial statements of JNC Resources for the period ending December 31, 2019;
2. to set the number of directors;
3. to elect directors of the Company to hold office until the next annual general meeting of Shareholders;
4. to appoint Crowe MacKay LLP as JNC Resources’ auditor for the ensuing period from the annual reference date of April 1, 2020 until the next annual general shareholder meeting of the Company and to authorize the Board of Directors to fix the remuneration to be paid to the auditor; and
5. to transact such other business as may be properly brought before the Meeting or any adjournment thereof.

The Company’s board of directors (the “**Board**”) has fixed August 11, 2020 as the record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered Shareholder at the close of business on that date is entitled to receive such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

If you are a registered Shareholder of JNC Resources and are unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with JNC Resources’ transfer agent, Odyssey Trust Company, 323 - 409 Granville Street, Vancouver, British Columbia, V6C 1T2, no later than 10:00 a.m. on September 11, 2020 or at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of any adjournment or postponement of the Meeting.

If you are a non-registered Shareholder 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 securities on your behalf (the “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

In view of the current and rapidly evolving COVID-19 outbreak, the Company asks that, in considering whether to attend the Meeting in person, shareholders follow the instructions of the Public Health Agency of Canada (<https://www.canada.ca/en/public-health/services/diseases/2019-novelcoronavirus-infection.html>). The Company encourages Shareholders not to attend the Meeting in person if experiencing any of the described COVID-19 symptoms of fever, cough or difficulty breathing. The Company may take additional precautionary measures in relation to the Meeting in response to further developments in the COVID-19 outbreak. As always, the Company encourages shareholders to vote prior to the Meeting. Shareholders are encouraged to vote on the matters before the Meeting by proxy and to join the Meeting by teleconference. To access the Meeting by teleconference, dial toll free at **1-888-390-0598**, Participation Code: **1861357**, followed by the # sign.

Dated at Vancouver, British Columbia, this 11th day of August, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

Signed: “**Michael Mulberry**”

Michael Mulberry, Director & CEO