

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the **Annual General and Special** meeting (the “**Meeting**”) of **STEARMAN RESOURCES INC.** (the “**Company**”) will be held at Suite 1500 – 1055 W. Georgia Street, Vancouver, British Columbia, on **Friday, August 11, 2023**, at **11:00 a.m.** (Pacific Time).

Only those registered shareholders or duly appointed proxyholders who attend the Meeting in person will be permitted to vote at the Meeting.

The Meeting is to be held for the following purposes:

- to receive the audited financial statements of the Company for the period from incorporation on March 1, 2022 to the Company’s financial year ended August 31, 2022, together with the auditor’s report thereon;
- to fix number of directors at four (4);
- to elect directors for the ensuing year;
- to appoint Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants, as the Company’s auditor for the ensuing year, and to authorize the directors to fix the remuneration to be paid to the auditor;
- to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution to ratify, confirm and approve the existing 10% “rolling” Stock Option Plan of the Company, as more particularly described in the information circular; and
- to transact any such other business as may properly come before the Meeting or any adjournments thereof.

The accompanying information circular (the “**Information Circular**”) provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. No other matters are contemplated, however, any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such further and other business as may properly come before the Meeting or any adjournment or postponement thereof.

The audited financial statements for the period from incorporation on March 1, 2022 to the Company’s financial year ended August 31, 2022, the report of the auditor and the related management discussion and analysis will be made available at the Meeting and are available on www.sedar.com under the document type named final long form prospectus as filed on January 11, 2023 and filing statement as filed on January 23, 2023.

Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account, you are a non-registered shareholder.

DATED at Vancouver, British Columbia, this **6th** day of **July, 2023**.

BY ORDER OF THE BOARD OF DIRECTORS:

STEARMAN RESOURCES INC.

Signed: “*Howard Milne*”

HOWARD MILNE
President, Chief Executive Officer and Director