

HAWTHORN RESOURCES CORP.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an Annual General Meeting (the “**Meeting**”) of holders of common shares of Hawthorn Resources Corp. (the “**Company**”) will be held at 25th Floor, 700 West Georgia Street, Vancouver, BC, V7Y 1B3, on Thursday, September 7, 2023, at 11 a.m. Pacific Time for the following purposes:

1. To receive and consider the audited financial statements of the Company for the fiscal year ended July 31, 2022, and the Auditor’s Report thereon;
2. To fix the number of Directors for the ensuing year at four (4);
3. To elect Directors for the ensuing year;
4. To appoint Davidson & Company LLP, Chartered 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; and
5. To approve the Company’s Rolling 10% Stock Option Plan.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting.

A shareholder 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 enclosed Information Circular to the Form of Proxy, the enclosed proxy is solicited by management and the proposed proxy nominees named in the Form of Proxy, have been appointed by management. However, you may amend the proposed proxy nominees 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 the City of Vancouver, in the Province of British Columbia, as of August 8, 2023.

**BY ORDER OF THE BOARD OF
DIRECTORS**

“Daniel Joyce”

Daniel Joyce
Chief Executive Officer, President
and Director