

HERCULES RESOURCES CORP.

(the "Company")

820 – 1130 West Pender Street

Vancouver, BC, V6E 4A4

Telephone: (855) 791-4653

NOTICE OF 2024 ANNUAL AND SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2024 Annual and Special General Meeting (the "Meeting") of shareholders of **Hercules Resources Corp.** (the "Company") will be held at Suite 400 – 62 West 8th Avenue, Vancouver, BC, on Friday, March 8, 2024, at the hour of 10:00 a.m. PST for the following purposes:

- (a) To receive and consider the report of the directors, the audited financial statements of the Company for the period ended September 30, 2023, and the report of the auditor thereon;
- (b) To appoint an auditor for the ensuing year at a remuneration to be fixed by the directors;
- (c) To fix the number of directors at four;
- (d) To elect directors for the ensuing year;
- (e) To approve certain amendments to the Company's stock option plan and ratify the plan generally;
- (f) To approve, by way of special resolution, the amendment to the Company's articles to provide for creation of special rights and restrictions applicable to a new class of Class "A" common shares; and
- (g) To transact such other business as may be properly transacted at the Meeting or at any adjournment thereof.

All shareholders are entitled to attend and vote at the Meeting in person or by proxy. The Board of Directors of the Company (the "Board") requests that all shareholders who will not be attending the Meeting read, date and sign the accompanying proxy and deliver it to Odyssey Trust Company (the "Transfer Agent"). If a shareholder does not deliver a proxy to Odyssey Trust Company, 350 – 409 Granville Street, Vancouver, British Columbia, V6C 1T2 by 10:00 a.m. (Pacific Time) on Wednesday, March 6, 2024 (or before 48 hours, excluding Saturdays, Sundays and holidays before any adjournment of the meeting at which the proxy is to be used) then the shareholder will not be entitled to vote at the Meeting by proxy. Only shareholders of record at the close of business on January 23, 2024 will be entitled to vote at the Meeting.

Unregistered shareholders who plan to attend the Meeting must follow the instructions set out in the form of Proxy and in the Information Circular to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account you may not be a registered shareholder.

DATED at the City of Vancouver, in the Province of British Columbia, as of the 23rd day of January, 2024.

BY ORDER OF THE BOARD OF DIRECTORS

"Michael Smith"

**Michael Smith,
President & CEO**