

HIGHROCK RESOURCES LTD.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON JULY 7, 2023

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting of shareholders of Highrock Resources Ltd. (the “**Company**”) will be held at Suite 2600, 1066 West Hastings Street, Vancouver, BC V6E 3X1 on Friday, July 7, 2023, at 10:00 a.m. (Vancouver time) (the “**Meeting**”) for the following purposes:

1. to receive the audited financial statements of the Company for the fiscal year ended January 31, 2023 and the auditor’s report thereon;
2. to fix the number of Directors of the Company at four (4) and to elect Directors for the ensuing year;
3. to appoint DMCL, Chartered Professional Accountants as the auditor of the Company for the ensuing year and authorizing the Directors to fix their remuneration;
4. to consider and, if thought fit, to pass an ordinary resolution (not including votes attaching to securities beneficially owned by related persons (as such term is defined in National Instrument 45-106 Prospectus Exemptions) to whom securities may be issued as compensation or under the Company’s Equity Incentive Plan), to ratify, confirm and approve the adoption of the Company’s new Equity Incentive Plan, as described in the accompanying information circular; and
5. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The specific details of the matters proposed to be put before the Meeting are set forth in the management information circular in respect of the Meeting.

Only shareholders of record at the close of business on May 23, 2023, will be entitled to receive notice of, and to vote at, the Meeting or any adjournment thereof. Registered shareholders who are unable to or who do not wish to attend the Meeting in person are requested to date and sign the enclosed Proxy and returning it to Endeavor Trust Corporation, Proxy Department, 702 – 777 Hornby Street, Vancouver, BC V6Z 1S4 by 10:00 a.m. (Vancouver time) on July 5, 2023 or, if the Meeting is adjourned, by 10:00 a.m. (Vancouver time), on the second last business day prior to the date on which the Meeting is reconvened, or may be accepted by the chairman of the Meeting prior to the commencement of the Meeting. As described in the “Notice and Access” notification mailed to shareholders of the Company, the Company has opted to deliver its Meeting materials to shareholders by posting them on <http://www.eproxy.ca/HighrockMaterials/2023AGM/> and will remain on the website for one year. The Meeting materials will also be available on SEDAR at www.sedar.com. Shareholders who wish to receive paper copies of the Meeting materials may request copies by sending an email to proxy@EndeavorTrust.com or by calling toll-free at 1-888-787-0888. For shareholders who wish to receive paper copies of the Meeting Materials in advance of the voting deadline, requests must be received no later than June 30, 2023. If a registered shareholder receives more than one Proxy form because such shareholder owns shares registered in different names or addresses, each Proxy form should be completed and returned.

If you are a non-registered shareholder of the Company and receive these materials through your broker or through another intermediary, you must complete and return your voting instructions in accordance with the procedures provided by your broker or such other intermediary.

Registered shareholders who are unable to attend the Meeting and who wish to ensure that their common 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 common shares will be voted at the Meeting. If you hold your common shares in a brokerage account, you are not a registered shareholder.

Dated as of the 23rd day of May, 2023.

BY ORDER OF THE BOARD

“Gary Musil”

Gary Musil
CEO, President and Director