

ISM RESOURCES CORP.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Annual General Meeting of the shareholders (the “**Notice of Meeting**”) of ISM Resources Corp. (“**ISM**” or the “**Company**”) will be held at 1055 West Georgia Street, Suite 1500, Vancouver, B.C., V6E 4N7, on April 25, 2023, at the hour of 10:00 a.m. (PDT), for the following purposes (the “**Meeting**”):

1. To receive and consider the audited financial statements of the Company together with the auditor's report thereon for the financial year ended January 31, 2022;
2. To appoint De Visser Gray LLP as auditor of the Company until the close of the next annual meeting of shareholders of the Company and to authorize the directors of the Company to fix their remuneration;
3. To determine the number of directors and elect directors for the ensuing year;
4. To consider and, if thought appropriate, pass, with or without variation, an ordinary resolution reconfirming approval of the Company’s Stock Option Plan; and
5. To transact such further or other business as may properly come before the Meeting and any adjournments thereof.

This Notice of Meeting is accompanied by a form of Proxy and Information Circular which sets forth the details of the matters proposed to be put before the Meeting. Holders of record of common shares at the close of business on March 10, 2023 are entitled to receive notice of the Meeting and will be entitled to vote the common shares, except to the extent that (i) the shareholder has transferred any such shares since the close of business March 10, 2023 and (ii) the transferee of such shares produces properly endorsed share certificates or otherwise establishes that the transferee owns such shares and demands, not later than ten calendar days before the Meeting, by written notice to the Company, that the transferee’s name be included on the list of holders of shares entitled to vote at the Meeting, in which case the transferee will be entitled to vote such shares at the Meeting.

Note for Notice-and-Access: The Company has elected to use the notice-and-access provisions under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 – *Continuous Disclosure Obligations* (the “**Notice-and-Access Provisions**”) for the Meeting. The Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators that reduce the volume of materials that must be physically mailed to shareholders by allowing the Company to post its Information Circular and any additional materials online. Shareholders will receive this Notice of Meeting and a form of proxy (together, the “notice package”), and a shareholder may choose to receive a paper copy of the Information Circular. The Company will not use “stratification” in relation to Notice-and-Access Provisions, which occurs when an issuer using Notice-and-Access Provisions provides a paper copy of the Information Circular to some shareholders with the notice package. In relation to the Meeting, all shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Information Circular.

A copy of the Information Circular is posted for viewing and available on the Company’s website at www.ISMresources.com. Shareholders who wishes to receive a paper copy of the Information Circular or

would like more information about the Notice-and-Access Provisions may contact the Company's transfer agent, Endeavor Trust Corporation, at 604-559-8880 or toll free at 1-888-787-0888.

Under the Notice-and-Access Provisions, the notice package and the Information Circular must be available for viewing up to one year from the date of the Meeting. A paper copy of the Information Circular may be requested at any time during this period. To allow for a shareholder to receive and review a paper copy of the Information Circular and then submit their vote by 10:00 a.m. Pacific Time on April 21, 2023, a shareholder should ensure their request for a paper copy is received by the Company by April 19, 2023.

The Information Circular contains details of matters to be considered at the Meeting, and a copy is posted for viewing on the Company's website at www.ISMresources.com. Please review the Information Circular before voting.

Note of Caution Concerning Covid-19 Outbreak: The Company intends to hold the Meeting in person. Management of the Company, however, requests shareholders to consider voting their shares by proxy and not attend the Meeting in person due to the COVID-19 outbreak, to mitigate risk to the health and safety of our communities, shareholders and management. If there is any change in the Meeting location, date or time as a result of COVID-19, the Company will promptly notify shareholders and communicate any changes by way of a news release.

If you cannot be present to vote in person at the Meeting, please complete and sign the enclosed form of proxy and return it in the envelope provided. Reference is made to the accompanying Information Circular for further information regarding completion and use of the proxy and other information pertaining to the Meeting.

DATED at Vancouver, British Columbia, on this 13th day of March, 2023.

BY ORDER OF THE BOARD OF DIRECTORS OF THE COMPANY

"Glenn Collick"

Glenn Collick
President, CFO and a director
