



**1844 RESOURCES INC.
Suite 602 - 224 4th Avenue South
Saskatoon, SK S7K 5M5**

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

Take notice that the annual general meeting of shareholders (the “**Meeting**”) of 1844 Resources Inc. (the “**Company**”) will be held at the offices of McMillan LLP, 1055 West Georgia Street, Suite 1500, Vancouver, British Columbia, by way of in-person/teleconference call, on December 8, 2022 at 11:00 a.m. (Pacific Time). **The Company is offering the Shareholders the option to listen and participate (but not vote) at the Meeting in real time by conference call as follows:**

Dial by your location

Canada Toll Free: 1-855-244-8677
US Toll Free: 1-855-282-6330
Attendee Access Code: 2631 164 0945

The Meeting is to be held for the following purposes:

1. to receive the audited financial statements of the Company for the financial years ended April 30, 2022 and April 30, 2021, the reports of the auditor thereon and the related management discussion and analyses;
2. to elect directors of the Company for the ensuing year;
3. to appoint Davidson & Company LLP, Chartered Professional Accountants, as auditors for the ensuing year and to authorize the directors to fix their remuneration; and
4. To consider and, if thought fit, to pass an ordinary resolution of Shareholders approving and ratifying the Company’s Omnibus Equity Incentive Compensation Plan, as more particularly described in the accompanying Information Circular.

The Meeting will also consider any permitted amendment to or variation of any matter identified in this Notice, and transact such other business as may properly come before the Meeting or any adjournment thereof. An Information Circular accompanies this Notice and contains details of the matters to be considered at the Meeting.

A copy of the audited financial statements for the years ended April 30, 2022 and April 30, 2021, reports of the auditor and related management discussion and analyses will be made available at the Meeting, and copies are available on SEDAR at www.sedar.com.

Registered shareholders who are unable to attend the Meeting in person and wish to ensure that their shares will be voted at the Meeting, must 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.

If your shares are held in a brokerage account you are not a registered shareholder. Unregistered 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.

Note of Caution Concerning COVID-19

At the date hereof the Company intends to hold the Meeting at the location stated in the Notice of Meeting. However, due to potential unforeseen changes in the ongoing coronavirus COVID-19 outbreak (“COVID-19”), we recommend all shareholders submit votes by sending in a properly completed and signed form of proxy (or voting instruction form) prior to the Meeting following instructions in the Information Circular. The Company reserves the right to take pre-cautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to changes in COVID-19 including: change of Meeting date, change of Meeting venue or the way in which the Meeting is held, for example by virtual meeting. Should any changes to the Meeting occur, the Company will announce any and all changes by way of news release filed under the Company’s profile on SEDAR at www.sedar.com. Please check the Company’s SEDAR profile prior to the Meeting for the most current information. In the event of changes to the Meeting format due to COVID-19, the Company will not prepare or mail amended Meeting Proxy Materials.

Dated at Montreal, Québec this 8th day of November, 2022.

BY ORDER OF THE BOARD

“Sylvain Laberge”

**Sylvain Laberge
President and Chief Executive Officer**