

PROAM EXPLORATION CORPORATION
(the "Corporation")
Suite 300 – 1055 W. Hastings Street
Vancouver, BC, V6E 2E9
Telephone: (604) 684-6264

Notice of 2019 Annual General and Special Meeting

NOTICE IS HEREBY GIVEN that the 2019 annual general and special meeting (the "Meeting") of shareholders of **ProAm Exploration Corporation** (the "Corporation") will be held at Suite 300 – 1055 W. Hastings Street, Vancouver, BC, on Friday, September 6, 2019, at the hour of 11:00 a.m. PST for the following purposes:

- (a) To receive and consider the report of the directors, the audited financial statements of the Corporation for the period ended December 31, 2018, and the report of the auditor thereon;
- (b) To fix the number of directors at four (4);
- (c) To elect directors for the ensuing year;
- (d) To appoint an auditor for the ensuing year at a remuneration to be fixed by the directors;
- (e) To approve by ordinary resolution the Corporation's stock option plan more particularly described in the accompanying Information Circular, (the "Plan"), including reserving for issuance under the Plan at any time of a maximum of 10% of the issued and outstanding shares of the Corporation;
- (f) To consider and, if thought fit, to approve the adoption of new Articles of the Corporation; and
- (g) To transact such other business as may be properly transacted at the Meeting or at any adjournment thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

The board of directors of the Corporation have fixed August 1, 2019 as the record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to receive such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

Accompanying this Notice of Meeting are: (1) the Information Circular; (2) a form of proxy, which includes a reply card for use by shareholders who wish to receive the Corporation's interim and/or annual financial statements.

Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting, must complete, date and execute 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.

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 are not a registered shareholder.

DATED at the City of Vancouver, in the Province of British Columbia, as of the 1st day of August, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

"Donald L. MacDonald"

**Donald L. MacDonald,
Chief Executive Officer**

