

PROAM EXPLORATION CORPORATION
(the "Corporation")
867 West 3rd Street,
North Vancouver, BC, V7P 1E2
Telephone: (604) 988-3306

Notice of 2020 Annual General Meeting

NOTICE IS HEREBY GIVEN that the 2020 annual general meeting (the "Meeting") of shareholders of **ProAm Exploration Corporation** (the "Corporation") will be held in a **virtual-only format conducted via Zoom**, on Monday, December 14, 2020, at the hour of 10:00 a.m. Pacific Standard Time (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, 2019, and the report of the auditor thereon;
- (b) To fix the number of directors at Five (5);
- (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; and
- (f) To transact such other business as may be properly transacted at the Meeting or at any adjournment thereof.

IMPORTANT NOTICE

In light of the ongoing public health concerns related to COVID-19, and based on government recommendations to avoid large gatherings, the Company will not be permitting attendance in person. Shareholders are urged to vote on the matters before the Meeting by proxy and to listen to the Meeting online. Registered shareholders or proxyholders representing registered shareholders participating in the Meeting virtually will be considered to be present in person at the Meeting for the purposes of determining quorum. Non-registered shareholders who have not duly appointed themselves as a proxyholder will be able to attend the Meeting as a guest, but will not be able to vote at the Meeting.

All shareholders are entitled to attend and vote at the Meeting virtually in person or by proxy. The Board of Directors (the "**Board**") requests that all shareholders who will not be attending the Meeting read, date and sign the accompanying proxy and deliver it to Computershare Investor Services Inc. ("**Computershare**"). If a shareholder does not deliver a proxy to Computershare, Attention: Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1 by 10:00 a.m. (Vancouver, British Columbia time) on Thursday, December 10, 2020 at 1:00 pm (Toronto Time) (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 November 9, 2020 will be entitled to vote at the Meeting.

Shareholders will have two options to access the Meeting, being via teleconference or through the Zoom application, which requires internet connectivity. Registered shareholders wishing to vote in person and any shareholders wishing to view materials that may be presented by the Company's management will need to utilize the Zoom application but any shareholder may listen to the Meeting via teleconference.

Registered shareholders participating via teleconference will not be able to vote in person at the Meeting as the Company's scrutineer must take steps to verify the identity of registered shareholders using the video features.

In order to dial into the Meeting within Canada, shareholders will phone 1 778 907 2071 and enter the Meeting ID and Password noted below.

Outside of Canada, please find your local number: <https://us02web.zoom.us/j/86161676187>

In order to access the Meeting through Zoom, shareholders will need to download the application onto their computer or smartphone and then once the application is loaded, enter the Meeting ID and Password below or open the following link:

<https://us02web.zoom.us/j/86161676187?pwd=SG5DRmwwZWRNWlh4ck13aVpHaGwvZz09>

Shareholders will have the option through the application to join the video and audio or simply view and listen.

Meeting ID: **861 6167 6187**

Password: **015485**

Meeting Material

This notice is accompanied by a management information circular (the “**Circular**”) and a form of proxy, which together provide additional information relating to the matters to be dealt with at the Meeting.

DATED at the City of Vancouver, in the Province of British Columbia, as of the 9th day of November, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

“Donald L. MacDonald”

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