

# VON CAPITAL CORP.

## NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

**TAKE NOTICE** that an Annual General Meeting (the “Meeting”) of the Shareholders of VON CAPITAL CORP. (the “Company”) will be held in the Boardroom of Owen Bird Law Corporation, 29<sup>th</sup> Floor, 595 Burrard Street, Vancouver, British Columbia, on **Thursday, December 19, 2019**, at 11:00 a.m. (Vancouver time), for the following purposes:

1. To receive the audited financial statements of the Company for the financial year ended June 30, 2019, together with the Auditor's Report thereon.
2. To consider and, if thought advisable, approve with or without variation, an ordinary resolution to set the number of current directors for the ensuing year at three (3); and, conditional on and effective following the closing of the Company’s business combination with Xplore Resources Corp. (the “Qualifying Transaction”), to set the number of directors of the Company at five (5).
3. To elect each of David Patterson, Colin Watt and Emily Davis as directors of the Company, to hold such office until the date of closing of the Qualifying Transaction.
4. To elect, conditional on and effective upon the closing of the Qualifying Transaction, each of Wesley C. (Wes) Hanson, Charles Edgeworth, Robert Brain, Tim McGuire and James Hyland as directors of the Company, to take effect only in the event that the Qualifying Transaction is completed.
5. To re-appoint Baker Tilly WM LLP, Chartered Professional Accountants, as auditors of the Company for the ensuing year and to authorize the directors to fix the auditor’s remuneration.
6. To approve the renewal of the Company’s 10% rolling stock option plan, as more particularly set out in the accompanying Information Circular.
7. To transact such other business as may be brought before the Meeting.

Accompanying this Notice is an Information Circular dated November 7, 2019, a form of proxy or voting instruction form and a reply card for use by shareholders who wish to receive the Company’s interim and/or annual financial statements. The accompanying Information Circular provides information relating to the matters to be addressed at the meeting and is incorporated into this Notice.

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

**DATED** at Vancouver, British Columbia, this 7<sup>th</sup> day of November, 2019.

ON BEHALF OF THE BOARD

*“David Patterson”*

David Patterson  
Chief Executive Officer