

# XPLORE RESOURCES CORP.

## NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN THAT** the annual general and special meeting (the “**Meeting**”) of the shareholders of Xplore Resources Corp. (“**Xplore**” or the “**Company**”) will be held on **Tuesday, November 29, 2022, at 12:00 p.m. (Eastern) at The 48 Offices, 1 King Street West, Toronto, Ontario M5H 1A1, Meeting Room 4817, and by telephone conference call (see below), for the following purposes:**

1. to receive the financial statements for the year ended June 30, 2022, and the report of our auditor on those statements;
2. to set the number and elect directors;
3. to appoint Baker Tilly WM LLP as auditor of Xplore and to authorize the directors to fix the auditor’s remuneration;
4. to approve the proposed 2022 Option Plan (as defined in the Information Circular) to take effect and replace the Company’s current 10% rolling stock option plan, as more particularly described in the Information Circular; and
5. to consider any other proper business.

Details of all matters proposed to be put before the Meeting are set forth in the accompanying Information Circular and form of proxy and should be read in conjunction with this Notice.

Given the continuing public health impact of the COVID-19 pandemic, considerations regarding the health and safety of our employees, shareholders and other stakeholders, rather than attend the Meeting in person, **shareholders are strongly encouraged to:**

- **vote your shares by proxy by no later than 12:00 p.m. (Eastern) on Friday, November 25, 2022 (see below); and**
- **attend the Meeting by telephone conference.**

**In order to participate in the Meeting via teleconference, shareholders must preregister 15 minutes before the start of the Meeting at <https://bit.ly/3j558IZ> or, alternatively, at <https://www.xploreresources.com/AGM29Nov22>. Upon registration, participants will receive an individual pin to access the meeting via teleconference, along with the dial-in instructions.**

DATED at Toronto, Ontario, this 19<sup>th</sup> day of October, 2022.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) “*Wesley C. Hanson*”

Wesley C. Hanson  
Chief Executive Officer and Director

**Your vote is important. Whether or not you plan to attend the Meeting, we encourage you to complete and return the enclosed form of proxy indicating your voting instructions as soon as possible.**

Please complete, date and sign your form of proxy and return it to our transfer agent, Computershare Investor Services Inc., 8<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario, Canada M5J 2Y1 (facsimile numbers: within North America 1-866-249-7775; outside North America 1-416-263-9524) – or vote by telephone or through the Internet following the instructions on the form of proxy. **To be valid, a completed form of proxy must be received by our transfer agent by no later than 12:00 p.m. (Eastern) on Friday, November 25, 2022 or, if the Meeting is adjourned, by no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the adjourned meeting.**

If you are not a registered shareholder, please refer to the accompanying Management Information Circular for information on how to vote your shares.