

MERIDIUS RESOURCES LIMITED

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of the shareholders of Meridius Resources Limited (hereinafter called the “**Company**”) will be held at 15th Floor, 1055 West Georgia Street, Vancouver, British Columbia, Canada, on Wednesday, January 15, 2020, at 10:00 AM (Pacific time), for the following purposes:

1. to table the consolidated audited financial statements of the Company for the fiscal year ended August 31, 2019, together with the report of the auditor and the management’s discussion and analysis thereon;
2. to set the number of directors at three (3) for the ensuing year;
3. to elect directors of the Company for the ensuing year;
4. to appoint D&H Group LLP, Chartered Professional Accountants, as the auditor of the Company for the ensuing year; and
5. to ratify, confirm and approve the Company’s “rolling” Stock Option Plan dated September 15, 2017, as more particularly described in the accompanying Information Circular.

No other matters are contemplated, however any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting.

The consolidated audited financial statements for the financial year ended August 31, 2019, the report of the auditor and the management discussion and analysis thereon will be made available at the Meeting and will be available on SEDAR at www.sedar.com on or before December 30, 2019.

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, December 16, 2019.

BY ORDER OF THE BOARD

"Dylan Sidoo"

Chief Executive Officer, President and Director