

## IEMR RESOURCES INC.

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<http://www.iemr.ca/>

### NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON WEDNESDAY, JULY 8, 2020

**NOTICE IS GIVEN** that IEMR Resources Inc. (the "**Company**" or "**we**") will be holding its Annual General Meeting of shareholders (the "**Meeting**") on **Wednesday, July 8, 2020 ("Meeting Date") at 11:00 a.m. (Vancouver time)** at Boughton Law Corporation, #700 – 595 Burrard Street, Vancouver, British Columbia, V7X 1S8 for the following purposes:

1. To receive the Company's audited financial statements for the financial year ended October 31, 2019 (with comparative statements for the 2018 financial year) together with the auditor's report on the financial statements and the related management's discussion and analysis. **For detailed information regarding this matter, please refer to the section in the Information Circular under the heading "ADDITIONAL INFORMATION".**
2. To fix the number of directors at three (3). **For detailed information regarding this matter, please refer to the section in the Information Circular under the heading "NUMBER OF DIRECTORS".**
3. To elect directors. **For detailed information regarding this matter, please refer to the section in the Information Circular under the heading "ELECTION OF DIRECTORS".**
4. To re-appoint the Company's auditor and to authorize the Board of Directors to fix the auditor's remuneration. **For detailed information regarding this matter, please refer to the section in the Information Circular under the heading "APPOINTMENT OF AUDITOR".**
5. To re-approve the Company's 10% rolling stock option plan and reserve for the grant of options of up to 10% of the Company's issued and outstanding common shares at the time of any stock option grant. **For detailed information regarding this matter, please refer to the section in the Information Circular under the heading "PARTICULARS OF MATTERS TO BE ACTED UPON - Approval of Stock Option Plan".**
6. To transact additional or other business that may properly come before the Meeting or any adjournment of the Meeting.

**We urge shareholders to review the Information Circular before voting.**

**PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE.** To vote your common shares you must vote online, by telephone or by mailing the enclosed proxy or other suitable form of proxy or a Voting Instruction Form, which we must receive before 11:00 a.m. (Vancouver time) by 11:00 a.m. (Toronto time) on Monday, July 6, 2020 or on the date that is two business days in Vancouver, British Columbia before the date to which the Meeting is postponed or adjourned.

#### **Accessing the Information Circular Online**

The Information Circular (and the financial statement request card) can be viewed online under the Company's SEDAR profile at [www.sedar.com](http://www.sedar.com).