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NOTICE OF AN ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**Meeting**") of the holders ("**Shareholders**") of common shares ("**Shares**") in the share capital of Tres-Or Resources Ltd. (the "**Company**") will be held at Suite 1500, 1055 West Georgia Street, Vancouver, British Columbia Canada by way of an In Person/Teleconference Call Meeting, on Monday, February 22, 2021 at 10:00 a.m. Pacific Time. **In light of the ongoing public health concern related to COVID-19 and in order to comply with measures imposed by the federal and provincial governments, the Company is encouraging Shareholders and others not to attend the Meeting in person.**

The Company is offering the Shareholders the option to listen and participate (but not vote) at the Meeting in real time by conference call at:

Dial by your location

Within Canada Toll Free: 1-855-244-8680

From US Toll Free: 1-855-797-9485

Attendee Access Code: 864 158 79#

While as of the date of this Notice, we are intending to hold the Meeting in physical face to face format with a conference call for participation, we are continuously monitoring the current coronavirus outbreak. In light of the rapidly evolving news and guidelines related to COVID-19, we ask that, in considering whether to attend the Meeting in person, shareholders follow, among other things, the instructions of the Public Health Agency of Canada (<https://www.canada.ca/en/public-health/services/diseases/coronavirus-disease-covid-19.html>) and any applicable additional provincial and local instructions. You should not attend the Meeting in person if you are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact has travelled to/from outside of Canada within the 14 days prior to the Meeting. **In order to minimize group sizes and respect social distancing regulations, all Shareholders are urged to vote on the matters before the Meeting by proxy which can be submitted electronically or by mail described herein.** We reserve the right to take any additional precautionary measures we deem appropriate in relation to the Meeting in response to further developments in respect of the COVID-19 outbreak.

The Meeting is held for the following purposes:

1. to table the consolidated financial statements of the Company for its fiscal years ended February 29, 2020 and February 28, 2019, the report of the auditor and the related management discussion and analysis;
2. to elect directors of the Company for the ensuing year;
3. to appoint Davidson & Company LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and to authorize the directors to fix the auditor's remuneration; and
4. to pass by way of an ordinary resolution, to ratify and approve the Company's rolling Share Option Plan, as described in the accompanying Information Circular, for continuation until the next annual general meeting of the Company.

The record date (the "**Record Date**") for determining the Shareholders entitled to receive notice of and to vote at the Meeting is December 24, 2020. Only Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date of the Company's Common Shares will be entitled to receive notice of and to vote at the Meeting.

THE BOARD OF DIRECTORS AND MANAGEMENT REQUEST ALL SHAREHOLDERS VOTE BY PROXY AND NOT ATTEND THE MEETING IN PERSON. A TELECONFERENCE MEETING LINK IS PROVIDED.

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

Copies of the consolidated financial statements of the Company for its fiscal years ended February 29, 2020 and February 28, 2019, the report of the auditor and the related management discussion and analysis will be made available at the Meeting and are available under the Company's SEDAR corporate profile at www.sedar.com

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 and in the Information Circular to ensure that their shares will be voted at the Meeting. If your shares are held in a brokerage account you are a non-registered shareholder.

DATED at Vancouver, British Columbia, January 25, 2021.

BY ORDER OF THE BOARD

“Laura Lee Duffett”

Laura Lee Duffett
President and Chief Executive Officer