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www.tres-or.com

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 28, 2022, 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 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: 86415879

*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 Company reserves the right to take any additional pre-cautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to further developments in the COVID-19 outbreak, including: (i) holding the Meeting virtually or by providing a webcast of the Meeting; (ii) hosting the Meeting solely by means of remote communication; (iii) changing the Meeting date and/or changing the means of holding the Meeting; (iv) denying access to persons who exhibit cold or flu-like symptoms, or who have, or have been in close contact with someone who has, travelled to/from outside of Canada within the 21 days immediately prior to the Meeting; and (v) such other measures as may be recommended by public health authorities in connection with gatherings of persons such as the Meeting. Should any such changes to the Meeting format occur, the Company will announce any and all of these changes by way of news release, which will be filed under the Company's profile on SEDAR as well as on our Company website at <https://www.tres-or.com>. We strongly recommend you check the Company's website prior to the Meeting for the most current information. In the event of any changes to the Meeting format due to the COVID-19 outbreak, the Company will **NOT** prepare or mail amended Meeting Proxy Materials.*

Shareholders who wish to attend the Meeting in person must call the Company at (604) 541-8376 to inform of their intention to attend in person at least 48 hours prior to the Meeting for further instructions on in-person attendance procedures.

The Meeting is held for the following purposes:

1. to table the consolidated financial statements of the Company for its fiscal years ended February 28, 2021, and February 29, 2020, the report of the auditor thereon and the related management discussion and analysis;

2. to set the number of directors at four (4) for the ensuing year;
3. to elect directors of the Company for the ensuing year;
4. 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
5. to pass an ordinary resolution to ratify and approve the Company's Share Option Plan for continuation until the next annual meeting of shareholders, as described in the accompanying Information Circular.

The record date (the "**Record Date**") for determining the Shareholders entitled to receive notice of and to vote at the Meeting is Friday, January 14, 2022. Only Shareholders whose names have been entered in the Register of Shareholders of the Company's Common Shares at the close of business on the Record Date 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 ABOVE.

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 28, 2021 and February 29, 2020, the report of the auditor thereon 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, as at January 15, 2022.

BY ORDER OF THE BOARD

"Laura Lee Duffett"

**Laura Lee Duffett
President and Chief Executive Officer**