



XXL ENERGY CORP.

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Canada V6H 4B9

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NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the "**Meeting**") of XXL Energy Corp. (the "**Company**") will be held at the offices of New Look Business Centre located at 1275 West 6th Avenue, Vancouver, British Columbia, V6H 1A6 on Thursday, August 6, 2020 at 10:30 a.m. (Vancouver time) to transact the usual business of an Annual General and Special Meeting and for the following purposes:

1. to receive and consider the Report of the Directors to the Shareholders;
2. to receive and consider the financial statements of the Company, together with the report of the auditors thereon, for the financial year ended December 31, 2019;
3. to consider and, if thought fit, to approve an ordinary resolution to set the number of directors at three (3);
4. to elect directors to hold office until the next Annual General Meeting of the Company, or until such time as their successors are duly elected or appointed in accordance with the Company's Articles, or until such director's earlier death, resignation or removal;
5. to consider and, if thought fit, to approve an ordinary resolution to appoint Smythe LLP, as the auditors of the Company to hold office until the end of the next Annual General Meeting of the Company;

6. to consider and, if thought fit, to approve a special resolution to adopt new articles for the Company (the “**New Articles**”) which would replace the Company’s current Articles (the “**Existing Articles**”), as described in the accompanying Management Information Circular;
7. to consider and, if thought fit, to approve a special resolution to include certain advance notice provisions for the nomination of directors by shareholders in certain circumstances in the New Articles or the Existing Articles (as applicable), as described in the accompanying Management Information Circular; and
8. to transact such further or other business as may properly come before the Meeting and any adjournment or adjournments thereof.

A Management Information Circular and Form of Proxy accompany this Notice of Meeting. These documents provide additional information relating to the matters to be dealt with at the Meeting and form part of this Notice of Meeting.

The share transfer books of the Company will not be closed, but the Company’s board of directors has fixed Thursday, July 2, 2020 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Management Information Circular and Form of Proxy.

Registered Shareholders who are unable to attend the Meeting in person are requested to complete, sign and date the enclosed Form of Proxy and return the same in the enclosed return envelope provided for that purpose. If you receive more than one Form of Proxy because you own shares registered in different names or addresses, each Form of Proxy should be completed and returned. To be effective, the completed Form of Proxy must be received by the Company’s registrar and transfer agent, Computershare Investor Services Inc., by mail at Computershare, Proxy Department, 8th Floor, 100 University Avenue, Toronto, Ontario, Canada, M5J 2Y1 or by fax: 1-866-249-7775 (within North America) or 416-263-9524 (outside North America), at least forty-eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or an adjournment thereof.

Non-registered Shareholders should carefully follow the instructions received in respect of voting shares of the Company that they beneficially own, as more fully described under “Advice to Beneficial Holders of Shares” in the Information Circular.

In an effort to mitigate the risks associated with the COVID-19 pandemic, and to preserve the health and safety of our communities, shareholders, directors, officers, and other stakeholders, we highly recommend all shareholders vote their common shares prior to the meeting. We encourage shareholders NOT to attend the meeting in person due to risks related to COVID-19. Shareholders wishing to participate in the Meeting via audio/video conferencing are asked to please contact to Company at info@xxlenergy.com to request the link for the Meeting before Wednesday, August 5th, 2020. We will also take additional precautionary measures in relation to the physical Meeting, limiting access to essential personnel, registered shareholders and proxyholders entitled to attend and vote at the meeting. Everyone attending the Meeting in person will be required to wear a face mask.

Please advise the Company of any change in your address.

DATED at Vancouver, British Columbia, this 8th day of July, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

“John R. Hislop”

John R. Hislop
President and Chief Executive Officer