

WESTERN TROY CAPITAL RESOURCES INC.

82 Richmond Street East
Toronto, Ontario M5C 1P1

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the "**Meeting**") of shareholders of **Western Troy Capital Resources Inc.** (the "**Corporation**") will be held on **Tuesday, August 4, 2020**, at the hour of 11:00 a.m. (Eastern time), at 82 Richmond Street East, Toronto, Ontario M5C 1P1 for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Corporation for the years ended November 30, 2018 and November 30, 2019, and the report of the auditors thereon;
2. to appoint the auditors of the Corporation and to authorize the directors of the Corporation to fix their remuneration;
3. to elect the directors of the Corporation;
4. to consider, and if deemed advisable, pass, with or without variation, a special resolution to amend the articles of incorporation of the Corporation to consolidate each of the issued and outstanding common shares of the Corporation by changing three (3) pre-consolidation common shares of the Corporation into one (1) post-consolidation common share of the Corporation, as more fully described in the accompanying management information circular dated July 6, 2020 of the Corporation;
5. to consider and, if deemed advisable, pass, with or without variation, a special resolution to amend the articles of incorporation of the Corporation to change the name of the Corporation to such name as the directors of the Corporation in their sole discretion, may determine and as may be acceptable to the Director appointed under the *Business Corporations Act* (Ontario);
6. to approve and confirm the stock option plan of the Corporation; and
7. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

The full text of each of the special resolutions referred to in items 4 and 5 above are attached to this notice of meeting as Exhibits "A" and "B", respectively.

A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his or her duly executed form of proxy with the Corporation's transfer agent and registrar, TSX Trust Company, at Suite 301, 100 Adelaide Street West, Toronto, Ontario M5H 4H1 not later than 11:00 a.m. (Eastern time) on Friday, July 31, 2020 or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the time of such adjourned meeting.

Shareholders who are unable to attend the Meeting in person, are requested to date, complete, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting.

The board of directors of the Corporation has by resolution fixed the close of business on Monday, June 29, 2020 as the record date, being the date for the determination of the registered holders of common shares of the Corporation entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof.

COVID-19 GUIDANCE

In the context of the effort to mitigate potential risk to the health and safety associated with COVID-19 and in compliance with the orders and directives of the Government of Canada, the Province of Ontario and the City of Toronto, the shareholders are being discouraged from attending the Meeting in person. All shareholders are encouraged to vote on the matters before the Meeting by proxy in the manner set out herein and in the accompanying management information circular dated July 6, 2020 of the Corporation.

The accompanying management information circular provides additional detailed information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this notice of annual and special meeting. Additional information about the Corporation and its financial statements are also available on the Corporation's profile at www.sedar.com.

DATED at Toronto, Ontario this 6th day of July, 2020.

BY ORDER OF THE BOARD

"Stephen R. Dunn" (signed)
Chief Executive Officer and Director