

NOTICE AND ACCESS NOTIFICATION

ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON October 19, 2022



TAKE NOTICE that an Annual General and Special Meeting (the “Meeting”) of the Shareholders of **KERMODE RESOURCES LTD.** (the “Company”) will be held online <http://tiny.cc/KermodeAGM2022> on Wednesday October 19, 2022 at 1:30 p.m. (Vancouver time) for the following purposes:

1. To set the number of directors for the ensuing year at three (3).
2. To elect directors for the ensuing year or until their successors have been duly elected or appointed.
3. To re-appoint Davidson & Company LLP, as the auditor of the Company for the ensuing year and to authorize the directors to fix their remuneration.
4. To approve and ratify the Company’s new security based compensation plan.
5. To consider and if thought advisable, to empower the board to cause the delisting of the Corporation’s common shares from the TSX Venture Exchange and listing of the Corporation’s common shares on the Canadian Securities Exchange.
6. To receive the Financial Statements of the Company for the financial year ended October 31, 2021 together with the auditor’s reports thereon.
7. To transact other business as may be properly brought before the Meeting.

Accompanying this Notice is an Information Circular dated September 15, 2022, a form of proxy or voting instruction form and a reply card for use by shareholders who wish to receive the Company’s interim and/or annual financial statements. The accompanying Information Circular provides information relating to the matters to be addressed at the meeting and is incorporated into this Notice.

Registered 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 to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.

DATED at Victoria, British Columbia, on September 15, 2022.

BY ORDER OF THE BOARD

“Peter Newton Bell”

Chief Executive Officer and President

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<https://linktr.ee/kermoderesources>