

## NOTICE AND ACCESS ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS



**TAKE NOTICE** that an Annual General and Special Meeting (the “Meeting”) of the Shareholders of **KERMODE RESOURCES LTD.** (the “Company”) will be held online for the following purposes:

1. To set the number of directors for the ensuing year at between three (3) and seven (7).
2. To re-elect the four (4) 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 “rolling up to 10% and fixed up to 10%” 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 establish shareholder approval for up to 10:1 Consolidation in one or more events, where the timing and size of each Consolidation event is determined at the sole discretion of the Board of Directors.
7. To transact other business as may be properly brought before the Meeting or adjournment thereof.

The Company website and SEDAR+ (<https://www.sedarplus.ca/>) contain the following documents: an Information Circular dated December 8, 2023, a form of proxy or voting instruction form, a reply card for use by shareholders who wish to receive the Company’s interim and/or annual financial statements; the Company’s security based compensation plan.

Meeting Materials & Event Links: <http://tiny.cc/KermodeAGSM2023>  
Meeting Date & Time: Wednesday January 17, 2024 at 1:30 p.m. (Vancouver time)

**Shareholders are reminded to review the information circular before voting. Registered shareholders who are unable to attend the Meeting in person and wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the 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. Contact the Company to receive paper copies of all proxy-related documents.**

**DATED at Victoria, British Columbia, on December 8, 2023.**



**BY ORDER OF THE BOARD**

***“Peter Newton Bell”***

Chief Executive Officer and President

1-250-588-6939

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<https://linktr.ee/kermoderesources>