

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING
OF THE SHAREHOLDERS OF PARA RESOURCES INC.**

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the "**Meeting**") of the shareholders of Para Resources Inc. (the "**Company**") will be held at Suite 970 – 1050 West Pender Street, Vancouver, British Columbia, on Thursday, December 19, 2019 at 10:00 a.m. (Vancouver time) for the following purposes:

1. To receive the Company's audited financial statements for the financial year ended December 31, 2018 together with the auditor's report thereon;
2. To appoint auditors for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors;
3. To fix the numbers of directors for the ensuing year at five (5) and to elect directors for the ensuing year;
4. To approve and adopt, with or without modification, by ordinary resolution of disinterested shareholders, the Company's 2019 equity incentive plan (the "**Plan**"), and to authorize the directors to make such changes to the Plan as may be required by the securities regulatory authorities without further shareholder approval; and
5. To transact such further and other business as may be properly brought before the Meeting and any adjournment or postponement thereof.

All registered shareholders are entitled to attend and vote at the meeting in person or by proxy. Shareholders who are unable to attend the Meeting in person are requested to date and sign the enclosed form of instruction of proxy and to return it to Computershare Trust Company of Canada, Proxy Dept., 100 University Avenue, 8th floor, Toronto, Ontario, M5J 2Y1, not less than 48 hours (exclusive of Saturdays, Sundays and Holidays) before the Meeting. If a shareholder does not deliver a proxy in accordance with these instructions or to the presiding officer of the general meeting, then the shareholder will not be entitled to vote at the meeting by proxy.

Non-registered shareholders who receive this notice and information circular from their broker or other intermediary should complete and return the proxy or voting instruction form in accordance with the instructions provided with it. Failure to do so may result in the shares of the non-registered shareholders not being eligible to be voted at the annual general meeting. An information circular, a form of proxy, voting instruction form and financial statements request form accompany this notice.

DATED at Vancouver, British Columbia, this 14th day of November, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

"C. Geoffrey Hampson"

C. Geoffrey Hampson
Chief Executive Officer, Chairman and Director