

PHENOM RESOURCES CORP.
Suite 1100 – 1199 West Hastings Street
Vancouver, BC V6E 3T5

NOTICE OF ANNUAL GENERAL & SPECIAL MEETING TO BE HELD ON DECEMBER 15, 2022

TO THE SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the “**Meeting**”) of the shareholders of Phenom Resources Corp. (the “**Company**”) will be held at the Boardroom, 1100 – 1199 West Hastings Street, Vancouver, British Columbia on Thursday, December 15, 2022, at 10:00 a.m. (Vancouver time), for the following purposes:

1. to receive the financial statements of the Company for the fiscal year ended November 30, 2021, together with the auditor’s report thereon;
2. to re-appoint Charlton & Company, Chartered Professional Accountants, of Vancouver, British Columbia, as the Company’s auditor and to authorize the directors to fix their remuneration;
3. to set the number of directors at four (4);
4. to elect directors for the ensuing year;
5. to approve the Company’s new Omnibus Equity Incentive Plan;
6. to approve the issuance of bonus shares to the Company’s CEO; and
7. to transact any other business which may properly come before the Meeting.

The accompanying Information Circular provides additional 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 Meeting.

The Board of Directors of the Company has fixed November 4, 2022, 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 Information Circular.

THE COMPANY URGES ALL SHAREHOLDERS TO VOTE BY PROXY IN ADVANCE OF THE MEETING IN ACCORDANCE WITH THE INSTRUCTIONS SET OUT BELOW.

If you are a registered shareholder of the Company, please complete, date and sign the accompanying form of proxy and deposit it with the Company’s transfer agent, Computershare Investor Services Inc. **by mail or registered mail to 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1**, at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof. **Alternatively, you may vote by telephone or via the internet** following the instructions provided on the proxy and in the Information Circular which has been filed under the Company’s profile on SEDAR at www.sedar.com.

If you receive more than one form of proxy because you own common shares registered in different names or addresses, each form of proxy should be completed and returned.

The form of proxy confers discretionary authority with respect to: (i) amendments or variations to the matters of business to be considered at the Meeting; and (ii) other matters that may properly come before the Meeting. As of the date hereof, management of the Company knows of no amendments, variations or other matters to come before the Meeting other than the matters set forth in this Notice of Meeting. Shareholders who are planning on returning the applicable accompanying form of proxy are encouraged to review the Information Circular carefully before submitting the proxy form. **It is the intention of the persons named in the enclosed applicable form of proxy, if not expressly directed to the contrary in such form of proxy, to vote IN FAVOUR of the resolutions proposed by management as set forth under “Particulars of Matters to be Acted Upon” in the accompanying Information Circular.**

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (each, an “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, this 4th day of November, 2022.

BY ORDER OF THE BOARD

“Paul Cowley”

Paul Cowley
President, CEO and Director