

KNOL RESOURCES CORP.

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON FRIDAY, JUNE 23, 2017**

NOTICE IS HEREBY GIVEN that an ANNUAL AND SPECIAL MEETING (the “**Meeting**”) of holders (the “**Shareholders**”) of common shares (the “**Common Shares**”) of Knol Resources Corp. (the “**Corporation**”) will be held at the offices of the Corporation, Suite 1703, 595 Burrard Street, Vancouver, British Columbia, at 9:30 a.m. (Vancouver time) on Friday, June 23, 2017 for the following purposes:

1. To receive and consider the audited financial statements of the Corporation for the financial year ended December 31, 2016, together with the auditor’s report thereon.
2. To fix the number of directors of the Corporation to be elected at the Meeting at three (3). See “Fix Number of Directors to be Elected at the Meeting” in the Circular (as defined below).
3. To elect the Board of the Corporation to hold office until the next annual meeting of the Shareholders of Common Shares or until their successors are elected or appointed. See “Election of Directors” in the Circular.
4. To appoint Deloitte LLP, Chartered Professional Accountants, as auditor of the Corporation for the ensuing year and to authorize the board of the Corporation to fix the auditor’s remuneration. See “Appointment of Auditor” in the Circular.
5. To ratify the Corporation’s stock option plan. See “Re-Approval of Stock Option Plan” in the Circular.
6. To transact such other business as may be properly brought before the Meeting or any adjournment thereof.

The details of all matters proposed to be put before Shareholders at the Meeting are set forth in the management information circular dated May 17, 2017 prepared for the purposes of the Meeting (the “**Circular**”), a copy of which is available at www.knol-resources.com/s/AnnualGeneralMeeting.asp and on the Corporation’s SEDAR profile at www.sedar.com. At the Meeting, Shareholders will be asked to approve each of the foregoing items.

Only registered Shareholders as at the close of business on May 10, 2017 (the “**Record Date**”) are entitled to notice of and to attend and vote at the Meeting or any adjournment or postponement thereof, except to the extent that: (a) any such Shareholder has transferred ownership of any of their Common Shares subsequent to the Record Date; and (b) the transferee produces properly endorsed share certificates evidencing the transfer or otherwise establishes that the transferee owns the transferred Common Shares and demands, not later than 10 days before the Meeting, that they be included on the list of Shareholders entitled to vote at the Meeting, in which case the transferee will be entitled to vote the transferred Common Shares at the Meeting or any adjournment or postponement thereof.

A registered shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment or adjournments thereof in person are requested to date, sign and return the accompanying instrument of proxy (“Instrument of Proxy”) for use at the Meeting or any adjournment or adjournments thereof. To be effective, the Instrument of Proxy must be mailed so as to reach or be deposited with Computershare Trust Company of Canada, Attention: Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the City of Vancouver, in the Province of British Columbia) prior to the time set for the Meeting or any adjournment or adjournments thereof.

If you are a non-registered shareholder of the Corporation and receive these materials through your broker or through another intermediary, please complete and return the form of proxy provided to you by such broker or other intermediary, in accordance with the instructions provided therein.

DATED this 10th day of May, 2017.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "Michael Atkinson"

Michael Atkinson

President and Chief Executive Officer

IMPORTANT

It is desirable that as many Common Shares as possible be represented at the Meeting. If you do not expect to attend and would like your Common Shares represented, please complete the accompanying instrument of proxy and return it as soon as possible in the envelope provided for that purpose. In accordance with the by-laws of the Corporation, all proxies, to be valid, must be deposited at the office of the registrar and transfer agent of the Corporation, Computershare Trust Company of Canada, not later than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the meeting or any adjournment or postponement thereof. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any late proxy.

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the issuer or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Corporation (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

As permitted by the Notice and Access provisions of the Canadian securities administrators, the Information Circular is available at www.knol-resources.com/s/AnnualGeneralMeeting.asp and on SEDAR (www.sedar.com) and has not been mailed to Shareholders. Shareholders may obtain, without any charge to them, a paper copy of the Information Circular (and the audited financial statements and related management's discussion and analysis for the Corporation's last financial year and any other documents referred to in the Information Circular) and further information on Notice and Access by contacting the Corporation as follows:

E-mail:

Telecopier:

Telephone:

lee@earlston.ca

(+1) 604-681-4692

(+1) 604-689-1428 (collect calls accepted)

Mail: Suite 1703, 595 Burrard Street, Vancouver, British Columbia V7X 1J1, Canada

Requests for paper copies of the Information Circular (and any other related documents) must be received by no later than 12:00 noon (Vancouver time) on June 7, 2017 in order for Shareholders to receive paper copies of such documents and return their completed Proxies or VIFs by the deadline for submission of 9:30 a.m. (Vancouver time) on June 21, 2017.