

## **KNOL RESOURCES CORP.**

### **NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON FRIDAY, JUNE 22, 2018**

**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 22, 2018 for the following purposes:

1. To receive and consider the audited financial statements of the Corporation for the financial year ended December 31, 2017, together with the auditor’s report thereon.
2. To fix the number of directors of the Corporation to be elected at the Meeting at four (4). 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 9, 2018 prepared for the purposes of the Meeting (the “**Circular**”), a copy of which is available at [www.knol-resources.com/s/AnnualGeneralMeeting.asp](http://www.knol-resources.com/s/AnnualGeneralMeeting.asp) and on the Corporation’s SEDAR profile at [www.sedar.com](http://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 9, 2018 (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, 9<sup>th</sup> 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.

#### Notice-and-Access

The Corporation has elected to use the notice-and-access provisions under NI 54-101 (the “Notice-and-Access Provisions”) for the Meeting in respect of mailings to Beneficial Shareholders but not in respect of mailings to registered Shareholders (i.e. a shareholder whose name appears on the records of the Corporation). The Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators that reduce the volume of materials which are mailed to shareholders by allowing a reporting issuer to post online an information circular in respect of a meeting of its shareholders and related materials.

More specifically, the Corporation has elected to use procedures known as ‘stratification’ in relation to its use of the Notice-and-Access Provisions. As a result, registered Shareholders will receive a paper copy of the Notice of Meeting, this Circular and a form of proxy, whereas Beneficial Shareholders will receive a notice containing information prescribed by the Notice-and-Access Provisions and a VIF. In addition, a paper copy of the Notice of Meeting, this Circular, and a VIF will be mailed to those Shareholders who do not hold their Common Shares in their own name but who have previously requested to receive paper copies of these materials. Furthermore, a paper copy of the financial information in respect of the most recently completed financial year of the Corporation was mailed to those registered Shareholders and Beneficial Shareholders who previously requested to receive information.

The Corporation will be delivering proxy-related materials to non-objecting Beneficial Shareholders directly with the assistance of Broadridge.

#### Websites Where Materials are Posted

The Circular, Annual Financial Statements, Annual MD&A and additional materials can be viewed online on the Corporation’s pages on SEDAR at [www.sedar.com](http://www.sedar.com) or at [www.knol-resources.com/s/AnnualGeneralMeeting.asp](http://www.knol-resources.com/s/AnnualGeneralMeeting.asp).

#### Obtaining Paper Copies of Materials

**Shareholders may obtain paper copies of the meeting materials by postal delivery at no cost to them. Requests may be made up to one year from the date the Circular was filed on SEDAR by: (a) calling the Corporation at 1-604-689-1428; (b) mailing a request to the Corporation, Suite 1703, 595 Burrard Street, Vancouver, British Columbia V7X 1J1, Canada Attention: Corporate Secretary; or (c) sending a request to [lee@earlston.ca](mailto:lee@earlston.ca). In order to receive the Circular, Annual Financial Statements and Annual MD&A in sufficient time to allow for review and return of the proxy by the due date, a request for paper copies should be sent so that it is received by no later than the end of business on June 1, 2018.**

DATED this 9<sup>th</sup> day of May, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

*(signed) “Michael Atkinson”*

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**Michael Atkinson**

President and Chief Executive Officer