

RECORD RESOURCES INC.

**NOTICE OF SPECIAL MEETING
OF SHAREHOLDERS TO BE HELD
SEPTEMBER 6, 2023**

To the holders of Common Shares:

Notice is hereby given that a special meeting of the holders (the “**Shareholders**”) of common shares (“**Common Shares**”) of Record Resources Inc. (“**Record Resources**” or the “**Corporation**”) will be held via tele- and videoconference (1-855-703-8985, Meeting ID: 865 5096 8502 or <https://us02web.zoom.us/j/86550968502>) on Wednesday, September 6, 2023 at 11:00 AM (Mountain time) and at any or all adjournments or postponements thereof (the “**Meeting**”), for the following purposes:

- (1) to approve the non-arm’s length option to earn-in 80% of mining exploration properties and to enter into a joint venture with Pelangio Exploration Inc. and the execution of the mining claim option agreement entered into by and between the Corporation and Record Gold Corp.; and
- (2) to approve the purchase price of \$2,000,000 concerning the non-arm’s length, mining claim option agreement, in which the consideration is payable in 39,999,984 common shares of the Corporation to Record Gold Corp. at a unit price of \$0.05.

COVID-19 Plan: This year, to proactively deal with the ongoing public health impact of the Coronavirus (COVID-19) and in order to mitigate potential risks to the health and safety of its shareholders, employees, communities and other stakeholders, the Company is holding this special shareholder meeting virtually rather than in person. Due to issues related to the verification of Shareholder identity via teleconference, in-person voting will not be permitted at the Meeting. If you are a Registered Shareholder and wish to have your vote counted, you will be required to complete, date, sign and return, the accompanying form of proxy (“**Proxy**”) for use at the Meeting or any adjournment thereof (or vote in one of the other manners described below under the heading “**Appointment and Revocation of Proxies**”).

SHAREHOLDERS WILL HAVE AN EQUAL OPPORTUNITY TO PARTICIPATE AT THE MEETING REGARDLESS OF THEIR GEOGRAPHIC LOCATION. PARTICIPANTS SHOULD DIAL IN 5-10 MINUTES PRIOR TO THE SCHEDULED START TIME AND ASK TO JOIN THE CALL. SHAREHOLDERS WILL NOT BE ABLE TO VOTE ON THE CONFERENCE CALL. VOTING WILL BE CONDUCTED EXCLUSIVELY BY PROXY.

The nature of the business to be transacted at the Meeting and the specific details of the matters proposed to be put to the Meeting are described in further detail in the information circular of the Corporation dated July 13, 2023 accompanying this Notice.

The record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting is August 7, 2023. Shareholders of the Corporation whose names have been entered in the register of Shareholders at the close of business on that date will be entitled to receive notice of and to vote at the Meeting, provided that, to the extent a Shareholder transfers the ownership of any of his Common Shares after such date and the transferee of those Common Shares establishes that he owns the Common Shares and requests, not later than 10 days before the Meeting, to be included in the list of Shareholders eligible to vote at the Meeting, such transferee will be entitled to vote those Common Shares at the Meeting.

Management is soliciting proxies. Shareholders who are unable to attend the Meeting or any adjournment thereof in person and who wish to ensure that their Common Shares will be voted are requested to complete, date and sign the enclosed form of proxy in accordance with the instructions set out in the form of proxy and in the management information circular of the Corporation dated July 13, 2023 accompanying this Notice, and mail it to or deposit it with Trans Canada Transfer Inc, Proxy Department 13th Floor, 25 Adelaide Toronto, Ontario M5C 3A1.

For the proxy to be valid, the duly completed and signed form of proxy must be received by not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time set for the Meeting or any adjournment of the Meeting. A Shareholder may appoint as his, her or its proxy a person other than those named in the enclosed form of proxy. That person does not have to be a Shareholder. Registered shareholders may also use the internet at www.investorvote.com to transmit their voting instructions.

Shareholders of the Corporation holding Common Shares registered in the name of a broker or other nominee should ensure that they make arrangements to instruct the broker or other nominee how their Common Shares are to be voted at the Meeting in order for their vote to be counted at the Meeting.

DATED at Calgary, Alberta this 13th day of July 2023.

**BY ORDER OF THE BOARD OF
DIRECTORS OF RECORD RESOURCES
INC.**

(signed) "*Michael C. Judson*"

Michael C. Judson
President and Chief Executive Officer