
**NOTICE OF ANNUAL AND
SPECIAL MEETING OF SHAREHOLDERS**

DATE:

Wednesday, May 17, 2023

TIME:

2:00 p.m. Atlantic Time

LOCATION:

Virtual meeting by phone and
webcast (details are provided
below)

NOTICE IS HEREBY GIVEN THAT:

The annual and special meeting ("**Meeting**") of the shareholders ("**Shareholders**") of Morien Resources Corp. ("**Corporation**") will be held as a virtual meeting by phone and webcast on **Wednesday, May 17, 2023, at 2:00 p.m. (Atlantic Time)** for the following purposes:

- (a) to receive the financial statements of the Corporation for the year ended December 31, 2022, together with the report of the auditor thereon. No vote by Shareholders with respect thereto is required or proposed to be taken;
- (b) to elect directors of the Corporation for the forthcoming year;
- (c) to appoint the auditor of the Corporation for the forthcoming year and to authorize the directors to fix the auditor's remuneration;
- (d) to ratify, confirm and approve the Corporation's incentive stock option plan; and
- (e) to transact such further and other business as may properly come before the Meeting or any adjournment thereof.

The specific details of the matters proposed to be put before the Meeting are set forth in the management information circular ("**Circular**") accompanying and forming part of this notice of meeting.

Only Shareholders of record as of the close of business on Wednesday, April 12, 2023, are entitled to receive notice of the Meeting and to vote at the Meeting.

The Meeting will be held virtually by phone and webcast. Shareholders who choose to attend the Meeting will do so by calling 877-407-2991 (toll-free) or 201-389-0925. Shareholders may also access a webcast of the Meeting by visiting <https://event.choruscall.com/mediaframe/webcast.html?webcastid=HR84IX0R>. To access an electronic copy of this document in order to click the webcast link, please visit the Corporation's profile on SEDAR at www.sedar.com, or visit the Corporation's website at www.morienres.com.

Registered Shareholders and duly appointed proxyholders will be able to participate in the Meeting and submit questions for consideration by telephone. Votes for all motions and resolutions will be cast at the outset of the Meeting instead of at the time each respective motion or resolution is presented. Non-registered (or beneficial) Shareholders who have not appointed themselves as their proxyholder will not be able to vote at the Meeting but will be able to listen to and view the virtual Meeting as guests. Please see the Circular for more information.

In order to streamline the virtual meeting process, Shareholders are encouraged to vote in advance of the Meeting as described below and in the Circular.

To assure your representation at the Meeting as a **Registered Shareholder**, please complete, sign, date and return the enclosed proxy, whether or not you plan to participate in the Meeting. Sending your proxy will not prevent you from voting at the Meeting. All proxies completed by Registered Shareholders must be received by the Corporation's transfer agent, **Computershare Investor Services Inc.**, not later than **Monday, May 15, 2023, at 2:00 p.m. (Atlantic Time)**. A Registered Shareholder must return the completed proxy to Computershare Investor Services Inc., as follows:

- (a) by **mail** in the enclosed envelope;
- (b) by the **Internet** or **telephone** as described on the enclosed proxy; or

- (c) by **registered mail**, by **hand** or by **courier** to the attention of Computershare Proxy Department, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1.

Non-Registered Shareholders whose shares are registered in the name of an intermediary should carefully follow voting instructions provided by the intermediary. A more detailed description on returning proxies by Non-Registered Shareholders can be found on page 2 of the attached Circular.

If you receive more than one proxy or voting instruction form, as the case may be, for the Meeting, it is because your shares are registered in more than one name. To ensure that all of your shares are voted you should sign and return all proxies and voting instruction forms that you receive.

Dated at Halifax, Nova Scotia, as of the 18th day of April, 2023.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) "Dawson C. Brisco"

President and Chief Executive Officer