



**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING
OF THE SHAREHOLDERS OF MAX RESOURCE CORP.**

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting of the Shareholders of MAX RESOURCE CORP. (hereinafter called the "Company"), will be held at the offices of the Company at 1188 – 1095 W Pender Street, in the City of Vancouver, Province of British Columbia, on the 31st day of December, 2018, at the hour of 10:00 a.m. (Pacific Standard Time) for the purpose of:

1. To receive the audited annual financial statements of the Company for its financial year ended December 31, 2017;
2. To fix the number of directors of the Company at four (4);
3. To elect the directors of the Company for the ensuing year;
4. To re-appoint Dale Matheson Carr-Hilton Labonte LLP, Chartered Accountants, as the Company's auditor for the ensuing financial year and to authorize the directors to set the auditor's remuneration;
5. To approve and ratify the Company's 2018 rolling Stock Option Plan;
6. To consider and, if thought fit, to pass a special resolution to approve the continuation of the Company out of the province of Alberta and into the province of British Columbia (the "Continuation"), a full text of which is set out as Schedule "B" to the Information Circular;
7. To consider, and if thought fit, to pass a special resolution to approve the Company's advance notice provisions relating to the nominations of directors for election at the Company's shareholder meetings, as more particularly described in the accompanying Information Circular; and
8. To approve the transaction of such other business as may properly come before the Meeting.

All registered shareholders are entitled to attend and vote at the meeting in person or by proxy. Shareholders who are unable to attend the Meeting in person are requested to date and sign the enclosed form of instruction of proxy and to return it to Computershare Trust Company of Canada, Proxy Dept., 100 University Avenue, 8th floor, Toronto, Ontario, M5J 2Y1, not less than 48 hours (exclusive of Saturdays, Sundays and Holidays) before the Meeting. If a shareholder does not deliver a proxy in accordance with these instructions or to the presiding officer of the general meeting, then the shareholder will not be entitled to vote at the meeting by proxy.

Non-registered shareholders who receive this notice and information circular from their broker or other intermediary should complete and return the proxy or voting instruction form in

accordance with the instructions provided with it. Failure to do so may result in the shares of the non-registered shareholders not being eligible to be voted at the annual general meeting. An information circular, a form of proxy, voting instruction form and financial statements request form accompany this notice.

DATED at Vancouver, British Columbia, this 4th day of December, 2018.

BY ORDER OF THE BOARD

"Brett Matich"

Brett Matich
Chief Executive Officer and Director