



TSX.V **MXR**

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

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the "Meeting") of the shareholders of MAX RESOURCE CORP. (the "Company"), will be held at the offices of Farris LLP at 700 W Georgia Street, 25th Floor, Vancouver, British Columbia, on the 30th day of December, 2019, 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, 2018;
2. To fix the number of directors of the Company at three (3);
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 2019 rolling Stock Option Plan; and
6. 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 Meeting. An information circular, form of proxy, voting instruction form and financial statements request form accompany this notice.

DATED at Vancouver, British Columbia, this 5th day of December, 2019.

BY ORDER OF THE BOARD

"Brett Matich"

Brett Matich
President, Chief Executive Officer and Director