
NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the 2023 Annual General Meeting (the "**Meeting**") of the holders of common shares of Trailbreaker Resources Ltd. ("**Trailbreaker**" or the "**Company**") will be held at Suite 2110 – 650 West Georgia Street, Vancouver, British Columbia on December 15, 2023 at 10:00 a.m. (Vancouver time) for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Company for the financial year ended December 31, 2022, together with the auditor's report thereon;
2. to re-appoint Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year, and to authorize the directors of the Company to fix the remuneration to be paid to the auditor for the ensuing year;
3. to set the number of directors at five (5);
4. to elect the directors of the Company for the ensuing year;
1. To consider, and if thought fit, to approve, with or without amendment, an ordinary resolution, adopting 10% rolling stock option plan (the "Stock Option Plan"), changing the Stock Option Plan from the 20% fixed plan previously approved.

INSIDERS TO WHOM SHARES MAY BE ISSUED UNDER THE AMENDED PLAN, AND THEIR RESPECTIVE ASSOCIATES AND AFFILIATES, WILL ABSTAIN FROM VOTING ON THE FOREGOING RESOLUTION. THE APPROVAL OF A MAJORITY OF DISINTERESTED SHAREHOLDERS OF THE COMPANY IS THEREFORE SOUGHT.

5. to transact such other business as may properly be brought before the Meeting or any adjournment(s) or postponement(s) thereof.

The accompanying management information circular (the "**Circular**") provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this notice.

The board of directors of the Company has fixed 5:00 p.m. (Vancouver time) on November 8, 2023 as the record date (the "**Record Date**") for determination of shareholders entitled to receive notice of and to vote at the Meeting and at any adjournment(s) or postponement(s) thereof. Each registered shareholder as of the Record Date is entitled to such notice and to vote at the Meeting in the circumstances set out in the Circular.