



**SKARB EXPLORATION CORP.**

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS (the “Notice of Meeting”)**

NOTICE IS HEREBY GIVEN that the annual general meeting of shareholders (the “**Meeting**”) of Skarb Exploration Corp. (the “**Company**”) will be held at Suite 970, 1055 West Hastings Street, Vancouver, British Columbia, on Wednesday, October 9, 2019 at 10:00 a.m. (Vancouver Time) for the following purposes:

1. to receive and consider the audited financial statements of the Company for the financial year ended June 30, 2019 together with the auditors’ report thereon;
2. shareholders will be asked to elect four (4) directors of the Company to hold office until the next annual meeting of the shareholders;
3. to re-appoint D&H Group LLP as auditors of the Company for the ensuing year and to authorize the board of directors of the Company (the “**Board**”) to fix the auditors’ remuneration and terms of engagement; and
4. to transact such other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

This Notice of Meeting is accompanied by the Information Circular, a form of proxy (the “**Proxy Instrument**”), the annual financial statements of the Company for the year ended June 30, 2019, together with the reports of the auditors thereon, and the management discussion and analysis for the year ended June 30, 2019.

The record date for the determination of shareholders of the Company entitled to receive notice of and to vote at the Meeting or any adjournment(s) thereof is September 4, 2019 (the “**Record Date**”). Shareholders of the Company whose names have been entered in the register of shareholders of the Company at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting or any adjournment(s) thereof.

**A shareholder of the Company may attend the Meeting in person or may be represented by proxy. Registered shareholders of the Company who are unable to attend the Meeting or any adjournment(s) thereof in person are requested to date, sign and return the accompanying Proxy Instrument for use at the Meeting or any adjournment(s) thereof.**

To be effective, the enclosed Proxy Instrument must be returned to the Company’s transfer agent, Odyssey Trust Company (“**Odyssey**”) by: (i) mail using the enclosed return envelope; or (ii) hand delivery to: Odyssey Trust Company 323 - 409 Granville Street Vancouver BC V6C 1T2. All instructions are listed on the enclosed Proxy Instrument. Your proxy or voting instructions must be received in each case no later than 10:00 a.m. (Vancouver Time) on October 7, 2019 or, if the Meeting is adjourned, at least 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of British Columbia or Ontario) before the beginning of any adjournment to the Meeting.

**If you are a non-registered beneficial shareholder**, a voting information form (also known as a “**VIF**”), instead of a Proxy Instrument, may be enclosed. You must follow the instructions provided by your intermediary in order to vote your shares.

DATED at Vancouver, British Columbia, on this 4<sup>th</sup> day of September, 2019.

**BY ORDER OF THE BOARD**

(signed) “Craig Parry”

**Craig Parry**  
**Chief Executive Officer and Director**