

## CAIRO RESOURCES INC.

Suite 1430, 800 West Pender Street, Vancouver, B.C., V6C 2V6

Telephone: 604-638-8063

### NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of the shareholders of Cairo Resources Inc. (the “**Company**”) will be held at Suite 1500, 1055 West Georgia Street, Vancouver, British Columbia on April 6, 2020 at 10:00 a.m. (Vancouver, British Columbia time), for the following purposes:

1. to receive the audited financial statements of the Company for each of the financial years ended February 28, 2019, February 28, 2018 and February 28, 2017, together with each of the related auditors’ report thereon;
2. to consider and, and if thought fit, to pass an ordinary resolution to fix the number of members of the board of directors of the Company (the “**Board**”) at three (3);
3. to elect directors of the Company to serve from the close of the Meeting until the next annual meeting of the shareholders, or until such time as their successors are duly elected or appointed in accordance with the Company’s constating documents;
4. to appoint Smythe LLP, as the auditor of the Company for the ensuing year at a remuneration to be fixed by the Board;
5. to consider, and if thought fit, to pass, with or without variation, a special resolution to approve a consolidation of the outstanding common shares (the “**Common Shares**”) in the authorized capital of the Company on a basis of one (1) post-consolidation Common Share for every one and two-tenths (1.2) pre-consolidation Common Shares (the “**Consolidation**”), the final Consolidation ratio and the determination of when and if to effect such Consolidation being at the discretion of the Board to determine from time to time;
6. to consider and, if thought fit, approve the special resolution adopting new *Business Corporations Act* (British Columbia) (“**BCBCA**”) Articles (the “**New Articles**”) which will include advance notice provisions;
7. to consider and, and if thought fit, to pass an ordinary resolution to fix the number of members of the Board at five (5), conditional and effective upon the closing of the proposed business combination transaction (the “**Business Combination**”) between the Company and Swarmio Inc. (“**Swarmio**”) as described in the accompanying management information circular of the Company (the “**Information Circular**”) prepared for the purpose of the Meeting (the “**Business Combination Election of Directors**”);
8. to consider and, and if thought fit, to pass an ordinary resolution to elect the directors of the Company, conditional and effective upon the closing of the Business Combination (the “**Business Combination Election of Directors**”);
9. to appoint Grant Thornton LLP as the auditor of the Company to hold office, conditional and effective upon the closing of the Business Combination and to authorize the directors of the

Company to fix the remuneration of the auditor so appointed (the “**Business Combination Auditor Resolution**”);

10. to consider, and if deemed advisable, pass, with or without variation, an ordinary resolution to approve, conditional and effective upon the closing of the Business Combination, the new stock option plan of the Company (the “**Business Combination Stock Option Plan Resolution**”); and
11. to transact such other business as may be properly brought before the Meeting or any adjournment(s) thereof.

All shareholders are entitled to attend and vote at the Meeting in person or by proxy. The Board requests that all shareholders who will not be attending the Meeting in person read, date and sign the accompanying proxy and deliver it to Computershare Investor Services Inc. (“**Computershare**”). If a shareholder does not deliver a proxy to Computershare, Attention: Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, by 10:00 a.m. (Vancouver, British Columbia time) on April 2, 2020 (or before 48 hours, excluding Saturdays, Sundays and holidays before any adjournment of the meeting at which the proxy is to be used) then the shareholder will not be entitled to vote at the Meeting by proxy. Only shareholders of record at the close of business on February 28, 2020 will be entitled to vote at the Meeting.

The Information Circular accompanying this Notice contains details of matters to be considered at the Meeting. No other matters are contemplated, however any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

DATED at Vancouver, British Columbia, the 4th day of March, 2020.

**ON BEHALF OF THE BOARD**

*“Darryl S. Cardey”*

Darryl S. Cardey,  
Chief Executive Officer