

**DLP RESOURCES INC.**  
#201 – 135 – 10<sup>th</sup> Avenue S.  
Cranbrook, British Columbia V1C 2N1

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (“**Shares**”) of DLP Resources Inc. (the “**Company**”) will be held at #201 – 135 – 10<sup>th</sup> Avenue S., Cranbrook, British Columbia V1C 2N1 on Monday, October 3, 2022 at 11:00 a.m. (MDT) for the following purposes:

1. to receive the audited consolidated financial statements of the Company for the financial year ended April 30, 2022, together with the auditors' report thereon;
2. to fix the size of the board of directors at five (5) members;
3. to elect the board of directors to serve until the next annual meeting of the Shareholders or until their successors are duly elected or appointed;
4. to appoint DeVisser Gray LLP, Chartered Accountants, as auditors and to authorize the board of directors to fix the auditors' remuneration;
5. to consider and, if thought advisable, to pass a resolution as set forth in the accompanying information circular (the “**Information Circular**”) approving the new 10% long-term incentive plan for the Company, the full text of which is set out in Schedule “B” to the Information Circular;
6. to consider and, if thought advisable, to pass a resolution as set forth in the accompanying Information Circular ratifying and approving the issuance of compensation shares to Ian Gendall, subject to final approval by the TSX Venture Exchange; and
7. to transact such other business as may properly be brought before the Meeting, or any adjournment(s) thereof.

Specific details of the matters proposed to be put before the Meeting are set forth in the Information Circular, which accompanies this Notice of Meeting.

Each person who is a Shareholder of record at the close of business on August 24, 2022 (the “**Record Date**”), will be entitled to notice of, and to attend and vote at the Meeting provided that, to the extent a Shareholder as of the Record Date transfers the ownership of any Shares after such date and the transferee of those Shares establishes that the transferee owns the Shares and demands, not later than 10 days before the Meeting, to be included in the list of Shareholders eligible to vote at the Meeting, such transferee will be entitled to vote those Shares at the Meeting.

**All shareholders are entitled to attend and vote at the Meeting in person or by proxy; however due to constantly evolving circumstances surrounding the COVID-19 pandemic, the board of directors (the “Board”) is requesting that all shareholders vote their shares by proxy and not attend in person. Shareholders will be able to attend and listen to the Meeting by teleconference by using the above dial-in instructions but will not be able to participate or vote their shares unless they attend in person or vote their shares by proxy.**

**TO LISTEN TO THE MEETING, PLEASE REFER TO THE FOLLOWING DIAL-IN INSTRUCTIONS:**

**Dial-in Toll-Free: 1-833-353-8610**  
**Participant Code: 2089053**

Shareholders should 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

September 29, 2022 (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 the Record Date will be entitled to vote at the Meeting.

Cranbrook, British Columbia  
August 24, 2022

By Order of the Board of Directors  
(Signed) "**James Stypula**"  
Executive Chairman