

NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING

Notice is hereby given that the Annual General and Special Meeting (the “Meeting”) of the shareholders of **Teuton Resources Corp.** (the “Company”) will be held on Wednesday, November 23, 2020, at 2130 Crescent Road, Victoria, British Columbia, Canada, at the hour of 2:00 p.m. (local time in Victoria, B.C.) for the following purposes:

1. To receive the audited annual financial statements of the Company for its fiscal year ended December 31, 2019;
2. To determine the number of directors of the Company at four (4);
3. To elect the directors of the Company for the ensuing year;
4. To approve the creation of a new “Control Person”, as further described in the accompanying Information Circular;
5. To appoint Manning Elliot LLP, Chartered Professional Accountants, as the Company’s auditor for the ensuing fiscal year and to authorize the directors to set the auditor’s remuneration;
6. To approve the transaction of such other business as may properly come before the Meeting.

Accompanying this Notice of Meeting is an Information Circular, Instrument of Proxy and Financial Statements for the fiscal year ended December 31, 2019. The Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. A Registered Shareholder who is unable to attend the Meeting in person is entitled to appoint a proxy holder to attend and vote in his stead. If you cannot be personally present, please refer to the notes accompanying the Instrument of Proxy enclosed and then complete and deposit the Instrument of Proxy with Teuton Resources Corp., at 2130 Crescent Road, Victoria, BC V8S 2H3; by fax within or outside North America 1-250-387-1464 ; or by email: dino@teuton.com, within the time set out in the notes, as set out below.

The Instrument of Proxy must be signed by the Registered Shareholder or by his or her attorney authorized in writing, or, if the Registered Shareholder is a corporation, by an officer or director thereof as an authorized signatory. The completed Instrument of Proxy must be deposited at the office of Teuton Resources Corp., at least 48 hours before the time of the Meeting (excluding Saturdays, Sundays and holidays), or any adjournment thereof.

The enclosed Instrument of Proxy is solicited by management but you may amend it, if you so desire, by striking out the names of the management proxy holders shown and inserting in the space provided the name of the person you wish to represent you at the Meeting.

DATED at Victoria, British Columbia, this 19th day of October, 2020.

BY ORDER OF THE BOARD

Dino Cremonese
President and Director