



blackheath
RESOURCES INC

#400 – 850 West Hastings Street, Vancouver, B.C. V6C 1E1
Telephone: (604) 684-3800 Facsimile: (604) 669-2744

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of the shareholders of Blackheath Resources Inc. (the "**Company**") will be held at 10th Floor, 595 Howe Street, Vancouver, British Columbia, on April 17, 2019, at 11:00 a.m. (Pacific Time) for the following purposes:

1. To receive and consider the consolidated financial statements of the Company together with the auditor's report thereon for the financial year ended December 31, 2018.
2. To fix the number of directors at four (4).
3. To elect directors for the ensuing year.
4. To appoint PricewaterhouseCoopers LLP, Chartered Accountants, as the Company's auditors for the ensuing year.
5. To consider and, if thought fit, to pass, with or without variation, an ordinary resolution, the full text of which is set forth in the information circular accompanying this notice, approving the Company's assignment of its option to acquire the Borralha tungsten property in northern Portugal from Mineralia – Minas, Geotecnica e Construcoes Lda to PanEx Resources Limited, as more fully set forth in the information circular accompanying this notice;
6. To consider and, if thought fit, to pass an ordinary resolution, the full text of which is set forth in the information circular accompanying this notice, approving and ratifying the Company's currently implemented Stock Option Plan, subject to regulatory approval, as more fully set forth in the information circular accompanying this notice.
7. To transact such further or other business as may properly come before the meeting and any adjournments thereof.

The accompanying 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.

If you are unable to attend the meeting in person, please complete and return the enclosed form of proxy within the time and in accordance with the instructions set out in the form of proxy accompanying this notice.

DATED at Vancouver, British Columbia, this 18th day of March, 2019.

BY ORDER OF THE BOARD

"Alexander Langer"

Alexander Langer

President and Chief Executive Officer