

**BRAVEHEART RESOURCES INC.**

2520 – 16 Street NW  
Calgary, Alberta T2M 3R2

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

**TAKE NOTICE** that the annual and special meeting (the "**Meeting**") of shareholders of Braveheart Resources Inc. (the "**Company**") will be held at Calgary Petroleum Club 319 – 5 Ave SW, Calgary, AB T2P 0L5, on Thursday, July 4, 2019 at 10:00 a.m. (Mountain Daylight Time), for the following purposes:

1. To receive the audited financial statements for the fiscal years ended May 31, 2017 and 2018, report of the auditor and related management discussion and analysis;
2. To elect directors of the Company for the ensuing year;
3. To re-appoint S&W LLP as auditor of the Company for the ensuing year and to authorize the directors to fix the auditor's remuneration;
4. To consider, and if deemed advisable, to confirm and ratify the 10% rolling stock option plan of the Company, as more particularly described in the accompanying Management Information Circular (the "**Information Circular**");
5. To consider any permitted amendment to or variation of any matter identified in this Notice of Annual and Special Meeting of Shareholders (this "**Notice**") and to transact such other business as may properly come before the Meeting or any adjournment thereof. Management is not currently aware of any other matters that could come before the Meeting.

Accompanying this Notice are: (1) the Information Circular; (2) a form of proxy, which includes a supplemental mailing list request form for use by shareholders who wish to receive the Company's financial statements. The Information Circular provides further information respecting proxies and the matters to be considered at the Meeting and is deemed to form part of this Notice.

**Shareholders who are unable to attend the Meeting in person and who wish to ensure that their common shares will be voted at the Meeting, must complete, date and execute the enclosed form of proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.**

**Unregistered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy and in the Information Circular to ensure that their common shares will be voted at the Meeting. If you hold your common shares in a brokerage account you are not a registered shareholder.**

**DATED** at Calgary, Alberta, June 4, 2019.

**BY ORDER OF THE BOARD**

*/s/ "David W. Johnston"*

David W. Johnston  
Chairman & Director