

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 January 10, 2022 at 10:00 a.m. (Mountain Standard Time), for the following purposes:

1. To receive the audited financial statements for the fiscal years ended May 31, 2021 and 2020, the 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 KPMG LLP as auditor of the Company for the ensuing year and to authorize the directors to fix the auditor's remuneration;
4. To obtain shareholder approval to have the authority and discretion to change the name of the Company at some point over the next 12 months.
5. 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**");
6. 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.

The Company is continuously monitoring the current coronavirus (COVID-19) outbreak. With respect to the current COVID-19 outbreak, the Company asks that, in considering whether to attend the Meeting in person, shareholders follow the instructions of the Public Health Agency of Canada (<https://www.canada.ca/en/public-health/services/diseases/coronavirus-disease-covid-19.html>).

The Company strongly encourages shareholders not to attend the Meeting in person. Any person who is experiencing any of the described COVID-19 symptoms of fever, cough or difficulty breathing or has travelled outside of Canada in the 14 days prior to the Meeting will not be permitted entry into the Meeting. The Company reserves the right to take any additional precautionary measures it deems appropriate in relation to the Meeting in response to further developments in respect of the COVID-19 outbreak. Changes to the Meeting date and/or means of holding the Meeting may be announced by way of press release.

The Company does not intend to prepare an amended Information Circular in the event of changes to the Meeting format. Please monitor our website at <https://braveheartresources.com/> for updated information. If you are planning to attend the Meeting, please contact the Company at 403-512-8202 so that proper arrangements can be made at the location of the Meeting. Please also check the website one week prior to the Meeting date.

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, November 29, 2021.

BY ORDER OF THE BOARD

/s/ "David W. Johnston"

David W. Johnston
Chairman & Director