

**SKARB EXPLORATION CORP.**

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS (the “Notice of Meeting”)**

NOTICE IS HEREBY GIVEN that the annual and special meeting (the “**Meeting**”) of shareholders (the “**Shareholders**”) of Skarb Exploration Corp. (the “**Corporation**”) will be held at Suite 970, 1055 West Hastings Street, Vancouver, British Columbia, via teleconference on Thursday, November 19, 2020 at 11:00 a.m. (Vancouver Time). **Shareholders will not be able to attend the Meeting in person.**

To participate or submit questions during the Meeting, please refer to the following dial-in instructions:

Canada/USA: 1-800-719-7514

Australia: 1-800-316-953

Ireland: 1-800-902-900

**CONFERENCE CODE: 784781**

At the Meeting, Shareholders will consider resolutions to:

1. set the number of directors at four (4) for the ensuing year;
2. elect four (4) directors of the Corporation to hold office until the next annual meeting of the shareholders;
3. appoint D&H Group LLP as auditors of the Corporation for the ensuing year and to authorize the board of directors of the Corporation (the “**Board**”) to fix the auditors’ remuneration and terms of engagement;
4. approve by ordinary resolution the adoption of a new stock option plan, as more particularly described in the section of the information circular entitled “Particulars of Matters to be Acted Upon - Adoption of New Stock Option Plan”;
5. approve by special resolution, the consolidation of the fully paid and issued common shares of the Corporation on, or up to, a four (4) old for one new common share basis, as more particularly set out in the section of the information circular entitled “Particulars of Matters to be Acted Upon – Consolidation of Common Shares”;
6. approve, by special resolution (the “**Continuance Resolution**”), the continuance of the Corporation from the *Business Corporations Act* (Ontario) to the *Business Corporations Act* (British Columbia) (the “**Continuance**”), all as more particularly described in the section of the Information Circular entitled “Particulars of Matters to be Acted Upon – Continuance of the Corporation to British Columbia”; and
7. transact such other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

At the Meeting, Shareholders will also receive and consider the audited financial statements of the Corporation for the financial year ended June 30, 2020 together with the auditors’ report thereon.

This Notice of Meeting is accompanied by the Information Circular, a form of proxy (the “**Proxy Instrument**”) and the financial statement request form.

Registered Shareholders have the right to dissent in respect of the Continuance Resolution and to be paid the fair value of their common shares in the capital of the Corporation upon strict compliance with the dissent provisions of the *Business Corporations Act* (Ontario). A description of Shareholders’ dissent rights can be found in the “Dissent Rights” section of the Circular.

Dissenting Shareholders should note that the exercise of dissent rights can be a complex, time sensitive and expensive procedure. Dissenting Shareholders should consult their legal advisors with respect to the legal rights available to them in relation to the Transaction and their rights of dissent.

The record date for the determination of shareholders of the Corporation entitled to receive notice of and to vote at the Meeting or any adjournment(s) thereof is October 20, 2020 (the “**Record Date**”). Shareholders of the Corporation

whose names have been entered in the register of shareholders of the Corporation at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting or any adjournment(s) thereof.

**Due to Covid-19 restrictions, all shareholders are to send in their proxy using the below methods and attend the meeting via conference call as provided on page 1 of this information circular.**

To be effective, the enclosed Proxy Instrument must be returned to the Corporation's transfer agent, Odyssey Trust Company ("Odyssey"):

- (a) by **mail** using the enclosed return envelope;
- (b) by **internet** as described on the enclosed proxy; or
- (c) by **registered mail**, by **hand** or by **courier delivery** to: Odyssey Trust Company 323 - 409 Granville Street Vancouver BC V6C 1T2.

All instructions are listed on the enclosed Proxy Instrument. Your proxy or voting instructions must be received in each case no later than 11:00 a.m. (Vancouver Time) on November 17, 2020 or, if the Meeting is adjourned, at least 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of British Columbia or Ontario) before the beginning of any adjournment to the Meeting.

**If you are a non-registered beneficial shareholder**, a voting information form (also known as a "VIF"), instead of a Proxy Instrument, may be enclosed. You must follow the instructions provided by your intermediary in order to vote your shares.

DATED at Vancouver, British Columbia, on this 20<sup>th</sup> day of October, 2020.

**BY ORDER OF THE BOARD**

(signed) "Chris Donaldson"

**Chris Donaldson**  
**Chief Executive Officer and Director**