

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an Annual and Special Meeting (the “**Meeting**”) of the shareholders of Conquest Resources Limited (“**Conquest**” or the “**Corporation**”) will be held **BY TELECONFERENCE DUE TO THE COVID-19 PANDEMIC AND GOVERNMENT ORDERS TO MAINTAIN SOCIAL DISTANCING** on Monday, August 31, 2020 at 11:00 AM (Toronto time) for the following purposes:

1. to receive the report of the Directors and the financial statements of the Corporation for the financial year ended December 31, 2019, together with the report of the auditors thereon;
2. to consider, and if deemed advisable, to pass, with or without variation, a special resolution, the full text of which is set out in the accompanying Circular (the "Consolidation Resolution"), to effect the consolidation of all of the issued and outstanding common shares of the Corporation at a consolidation ratio of one (1) new post-consolidation share for every two and one half (2.5) pre-consolidation shares, as more particularly described in the accompanying Circular;
3. to elect Directors;
4. to appoint auditors for the ensuing year and upon the advice and recommendation of the Audit Committee to authorize the Directors to fix their remuneration;
5. to consider and, if thought advisable, to approve an ordinary resolution ratifying the Corporation’s existing Stock Option Plan, as more particularly set forth in the accompanying Circular; and,
6. to transact such further and other business as may properly come before the Meeting or any adjournment thereof.

IMPORTANT

THE CORPORATION WILL HOLD THIS ANNUAL AND SPECIAL MEETING BY TELECONFERENCE ONLY DUE TO THE COVID-19 PANDEMIC, GUIDANCE ON SOCIAL DISTANCING AND GOVERNMENT RESTRICTIONS ON PUBLIC GATHERINGS.

NO VOTES WILL BE ACCEPTED AT THE TELECONFERENCE MEETING.

The Management Information Circular (the “Circular”) has been prepared to help you make an informed decision on each of the matters to be voted on at the Meeting. Please review the Circular carefully before voting.

Shareholders are encouraged to complete, date, sign and return the enclosed form of proxy in accordance with the instructions set out in the Proxy and in the attached Circular.

The Meeting materials, including the Circular, are available on the Corporation's website at www.ConquestResources.com and will remain on the website for at least one full year from the date of this Notice. The Meeting materials are also available under the Corporation’s profile on SEDAR at www.Sedar.com.

Only Shareholders as of the close of business on the record date of July 24, 2020 are entitled to vote at the Meeting either in person or by proxy. In order to be valid for use at the Meeting, proxies must be received by the Corporation, 1805-55 University Avenue, Toronto, Ontario M5J 2H7 prior to 11.00 AM on August

31, 2020 prior to the start of the Meeting. The time limit for deposit of proxies may be waived or extended by the Chairman of the Meeting at his discretion, without notice.

If you are a registered shareholder, you will have received this Notice of Meeting (the “**Notice**”) and a form of Proxy (the “**Proxy**”) from the Corporation. Registered shareholders are requested to read the notes included in the form of Proxy, then complete, date, sign and mail the Proxy, in accordance with the instructions set out in the Proxy.

If you are a non-registered (beneficial) shareholder, you will have received this Notice and a Proxy through your broker or another intermediary. Please complete and return the Proxy in accordance with the instructions provided to you by your broker or intermediary, and by the deadline, set out therein.

A shareholder may also contact the Corporation by sending an email to general@ConquestResources.com to request and receive a copy of the Corporation’s Financial Statements and Management’s Discussion and Analysis (“**MD&A**”) for the fiscal year ended December 31, 2019.

ATTEND THE MEETING BY TELECONFERENCE

In the context of the effort to mitigate potential risks to the health and safety associated with COVID-19 Pandemic, and in compliance with the orders and directives of the Government of Canada, the Province of Ontario and the City of Toronto, shareholders of Conquest Resources Limited are being discouraged from attending the Meeting in-person. All shareholders are encouraged to vote on the matters before the meeting by proxy in the manner set out in the Notice of Meeting and Circular.

To allow the Shareholders to participate at the Meeting, the Company is providing a teleconference facility that can be used by Shareholders to follow the conduct of the Meeting in real time and to ask questions during the question period.

Teleconference Details:

Date: August 31, 2020

Time: 11:00 AM

Participants Telephone Numbers:

Teleconference Only

Canada: 416-764-8610

Guest Code: 8594733#

When prompted, please provide your name, and whether you are a shareholder or a guest.

DATED at Toronto, Canada as of July 27, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

“John F. Kearney”

John F. Kearney, *Chairman*