

EARL RESOURCES LIMITED
Suite 530, 625 Howe Street
Vancouver, BC V6C 2T6

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Take notice that an annual meeting (the “**Meeting**”) of Shareholders of **Earl Resources Limited** (the “**Company**”) will be held at 888 Dunsmuir Street, 2nd Floor, Exchange Meeting Room, Vancouver, British Columbia V6C 2T6, on Tuesday June 11, 2019 at 10:00 a.m. (Pacific time), for the following purposes:

1. to consider the financial statements of the Company for its fiscal period ended December 31, 2017 and December 31, 2018, the report of the auditor and the related management discussion and analysis;
2. to elect directors of the Company for the ensuing year;
3. to appoint MNP LLP the auditor of the Company for the ensuing year and to authorize the directors of the Company to fix the remuneration of the auditor so appointed;
4. to pass, in accordance with TSX Venture Exchange requirements, an ordinary resolution to approve the existing stock option plan of the Company; and
5. to transact such other business as may properly come before the Meeting.

All shareholders are entitled to attend and vote at the Meeting in person or by proxy. The Board of Directors requests that all shareholders who will not be attending the Meeting in person read, date and sign the accompanying proxy and deliver it to Odyssey Trust Company (“**Odyssey**”). If a shareholder does not deliver a proxy to Odyssey, Attention: Proxy Department, Suite 323 – 409 Granville St., Vancouver, BC, by 10:00 a.m. (Vancouver, British Columbia time) on June 7, 2019 (or before 48 hours, excluding Saturdays, Sundays and holidays before any adjournment of the meeting at which the proxy is to be used) then the shareholder will not be entitled to vote at the Meeting by proxy. Only shareholders of record at the close of business on May 7, 2019 will be entitled to vote at the Meeting. Non-registered shareholders (beneficial shareholders) who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form and in the Information Circular to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account you are a non-registered shareholder.

The attached Information Circular contains details of matters to be considered at the Meeting. No other matters are contemplated, however any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

Dated as at May 8, 2019.

BY ORDER OF THE BOARD

“Paul Larkin”

Paul Larkin
CEO & Director