

THEMAC RESOURCES GROUP LIMITED
1500 - 409 Granville Street
Vancouver, B.C. V6C 1T2
Telephone: 505 382-5770 Fax: 604-608-9023

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Notice is hereby given that an annual general meeting of Shareholders (the “**Meeting**”) of **THEMAC Resources Group Limited** (the “**Corporation**”) will be held at Suite 1500 – 1055 West Georgia Street, Vancouver, British Columbia, by way of in-person/teleconference call on Wednesday, May 4, 2022 at 1:00 pm (Pacific Time). **The Company is offering Shareholders the option to listen and participate (but not vote) at the Meeting in real time by conference call as follows:**

Dial by your location

Canada Toll Free:	1-855-244-8677
Canada Toll:	1-416-915-6530
US Toll Free:	1-855-282-6330
US Toll:	1-415-655-0002
Attendee Access Code:	95415066

The Meeting is to be held for the following purposes:

1. to receive and consider the audited financial statements of the Corporation for its fiscal year ended June 30, 2021, the report of the auditor thereon and the related management discussion and analysis;
2. to elect directors of the Corporation for the ensuing year; and
3. to appoint Davidson & Company LLP, Chartered Professional Accountants, as auditors of the Corporation for the ensuing year at a remuneration to be fixed by the directors.

The Meeting will also consider any permitted amendment to or variation of any matter identified in this Notice, and transact such other business as may properly come before the Meeting or any adjournment thereof. A Management Proxy Circular (the “**Circular**”) accompanies this Notice and contains details of the matters to be considered at the Meeting.

A copy of the audited financial statements for the year ended June 30, 2021, report of the auditor and related management discussion and analysis will be made available at the Meeting, and copies are available on SEDAR at www.sedar.com.

Registered shareholders who are unable to attend the Meeting in person and wish to ensure that their shares will be voted at the Meeting, must complete, date and sign 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. Attendance by teleconference allows shareholders to listen to, but not to vote at the meeting.

If your shares are held in a brokerage account you are not a registered shareholder. Unregistered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that their shares will be voted at the Meeting.

Note of Caution Concerning COVID-19

At the date hereof the Company intends to hold the Meeting at the location stated in the Notice of Meeting. However, due to potential unforeseen changes in the ongoing coronavirus COVID-19 outbreak (“COVID-19”), we recommend all shareholders submit votes by sending in a properly completed and signed form of proxy (or voting instruction form) prior to the Meeting following instructions in the Circular. The Company reserves the right to take pre-cautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to changes in COVID-19 including: change of Meeting date, change of Meeting venue or the way in which the Meeting is held, for example by virtual meeting. Should any changes to the Meeting occur, the Company will announce any and all changes by way of news release filed under the Company’s profile on SEDAR at www.sedar.com as well as on our Company website at <https://themasourcesgroup.com/>. Please check the Company’s website or SEDAR profile prior to the Meeting for the most current information. In the event of changes to the Meeting format due to COVID-19, the Company will not prepare or mail amended Meeting Proxy Materials.

DATED at Vancouver, British Columbia, as of the 5th day of April, 2022.

BY ORDER OF THE BOARD

“Andrew Maloney”

Andrew Maloney
President and Chief Executive Officer