BUTTE ENERGY INC.
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NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE is hereby given that the annual general and special meeting (the "**Meeting**") of the shareholders of **BUTTE ENERGY INC.** (the "**Corporation**"), will be held at 2500 – 700 West Georgia Street, Vancouver, British Columbia, V7Y 1B3, on Friday, December 11, 2020 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements of the Corporation for the fiscal years ended December 31, 2018 and 2019, together with auditor's reports thereon.
2. To fix the number of directors for the ensuing year at three.
3. To elect directors for the ensuing year.
4. To re-appoint Davidson & Company LLP as the auditor of the Corporation for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor.
5. To adopt and approve the Corporation's stock option plan.
6. To consider and, if deemed appropriate, to pass with or without variation, a special resolution approving the removal of the Corporation's current Articles in their entirety and replacing them with new Articles as more particularly described in the information circular.
7. To transact such other business as may properly be transacted at such meeting or at any adjournment thereof.

An information circular, containing details of matters to be considered at the Meeting, accompanies this notice.

In light of the ongoing public health concerns related to COVID-19 and in order to comply with physical distancing measures imposed by the federal, provincial and municipal governments, only registered shareholders, non-registered shareholders who have followed the procedures set forth in the information circular and their proxy holders, and any persons required or entitled by law to attend the Meeting, will be entitled to attend the Meeting in person. **However, all such persons are encouraged NOT to attend but to vote on matters at the Meeting by proxy, appointing a management proxyholder to limit the number of attendees**.

The Corporation reserves the right to deny physical attendance at the Meeting to any person in order to enforce physical distancing measures (including, but not limited to, limiting the total number of attendees at the Meeting and denying entry to any person exhibiting symptoms of COVID-19).

Shareholders who wish to attend the Meeting in person must provide notice beforehand by email to the Corporation's Chief Financial Officer at JVastardis@fiorecapital.com of their intention to attend in person to ensure that the Corporation can maintain physical distancing and comply with the then current direction and advice from federal, provincial and municipal levels of government. Requirements for physical distancing that are effective on the date of the Meeting will limit the number of shareholders permitted to attend the Meeting in person. Each such shareholder will be asked to complete a declaration regarding COVID-19 related health matters prior to being admitted to the Meeting.

The declaration will require the shareholder to confirm that:

- they have not been outside of Canada in the last 14 days;
- they do not share a household with someone who has been outside of Canada in the last 14 days;
- they have not, to their knowledge, been in close contact in the last 14 days with someone who has been diagnosed with COVID-19; and
- they are not suffering from any flu-like symptoms.

Regardless of whether or not a shareholder plans to attend the Meeting in person, we request that each shareholder please complete, date and sign the enclosed form of proxy and deliver it in accordance with the instructions set out in the form of proxy and information circular.

Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure their shares will be voted at the Meeting. A shareholder who holds shares in a brokerage account is <u>not</u> a registered shareholder.

DATED at Vancouver, British Columbia, this 4th day of November, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

"GEIR LILAND"

Geir Liland,
Chief Executive Officer and a Director