

TARANIS RESOURCES INC.

681 Conifer Lane
Estes Park, Colorado, USA 80517

NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING OF SHAREHOLDERS

TAKE NOTICE that an Annual and Special General Meeting (the "Meeting") of the shareholders (the "Shareholders") of **TARANIS RESOURCES INC.** (the "Company") will be held at Suite 1710 - 1177 West Hastings Street, in the City of Vancouver, Province of British Columbia, on Wednesday, December 30, 2020, at the hour of 10:00 a.m. (local time) for the purposes of:

1. Fixing the number of Directors.
2. Electing Directors for the ensuing year.
3. Appointing an Auditor for the ensuing year, and authorizing the Directors to fix the Auditor's remuneration.
4. To consider and, if thought advisable, to pass an ordinary resolution approving adoption by the Company of a new Stock Option Plan, as more fully set forth in the Information Circular accompanying this Notice of Meeting.
5. To consider and, if thought advisable, to pass a special resolution approving the alteration of the Company's Articles, as more fully set forth in the Information Circular accompanying this Notice of Meeting.
6. To transact such other business as may properly come before the Meeting or any adjournment thereof.

Shareholders who are unable to attend the Meeting in person are requested to date and sign the enclosed form of Instrument of Proxy and to return it to **Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1** not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or any adjournment thereof, at which the person named therein purports to vote in respect thereof.

Dated this 25th day of November, 2020.

**ON BEHALF OF THE BOARD OF
DIRECTORS**

"John J. Gardiner"

John J. Gardiner

President and Chief Executive Officer

COVID-19 NOTICE: Due to the public health restrictions implemented to combat the spread of the COVID-19 pandemic, including restrictions on mass gatherings implemented by the Government of

British Columbia and taking into account the health and safety of our shareholders, service providers and other stakeholders, **THE COMPANY IS REQUESTING ALL SHAREHOLDERS TO REFRAIN FROM ATTENDING THE MEETING IN PERSON AND, INSTEAD, TO VOTE BY PROXY OR BY VOTING INSTRUCTION FORM, BY MAIL, BY TELEPHONE OR BY THE INTERNET, RATHER THAN ATTENDING THE MEETING IN PERSON TO VOTE. THE COMPANY WILL LIMIT ATTENDEES AS REQUIRED BY THE MASS GATHERING RESTRICTIONS IMPLEMENTED BY THE GOVERNMENT OF BRITISH COLUMBIA AT THE TIME OF THE MEETING.** In addition, any attendees will be required to practice social distancing at the Meeting.

In light of the public health restrictions, the Company will not be providing a corporate presentation or question and answer session at the Meeting.

As the COVID-19 outbreak continues to be a rapidly evolving situation, and in light of changing public health restrictions and recommendations related to COVID-19, there may be changes to the date, time and location of the Meeting, or the Company may adjourn or postpone the Meeting. The Company will continue to monitor and review provincial and federal governmental guidance in order to assess and implement measures to reduce the risk of spreading the virus at the Meeting. Any such changes will be communicated by news release which will be made available under the Company's profile on SEDAR at www.sedar.com.

WE STRONGLY ENCOURAGE ALL SHAREHOLDERS TO VOTE BY PROXY OR BY VOTING INSTRUCTION FORM RATHER THAN ATTENDING THE MEETING IN PERSON.

All proxies and voting instruction forms, to be valid, must be received by Computershare Trust Company of Canada, Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, at least forty-eight (48) hours, excluding Saturdays, Sundays and holidays, before the Meeting or any adjournment thereof. Late proxies or voting instruction forms may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.