NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**Meeting**") of holders (the "**Shareholders**") of common shares (the "**Common Shares**") of Sphinx Resources Ltd. (the "**Corporation**") will be held solely by means of remote communications, rather than in person, on Tuesday September 29, 2020, at 11:00 a.m. (Eastern time) on, for the following purposes:

1. to receive the audited financial statements of the Corporation for the fiscal year ended February 29, 2020, together with the auditor's report thereon;

2. to elect directors for the ensuing year;

3. to re-appoint PricewaterhouseCoopers LLP as the auditors for the Corporation and to authorize the directors to fix their remuneration; and

4. to transact such further and other business as may properly be brought before the Meeting or any adjournment thereof.

Shareholders of record as of 5:00 p.m. (Eastern time) on August 25, 2020 are entitled to vote at the Meeting by proxy. If you are a registered Shareholder and are unable to attend the Meeting by means of remote communications, please date and execute the accompanying form of proxy and deposit it with Computershare Trust Company of Canada, Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, or by fax at (416) 263-9524 or 1-866-249-7775, not later than 1:30 p.m. (Eastern time), on September 25, 2020 or not less than 48 hours (excluding Saturdays, Sundays and holidays) before the date of any adjournment or postponement of the Meeting. If you are a non-registered Shareholder and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by such broker or other intermediary.

DATED at Montréal, Québec, the 27th day of August 2020.

BY ORDER OF THE BOARD OF DIRECTORS OF THE CORPORATION

(s) Jeremie Ryan
Jeremie Ryan
President and Chief Executive Officer