



NOTICE OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “**Meeting**”) of the holders of common shares of Bonterra Resources Inc. (the “**Company**”) will be held on June 15, 2021, at 10:00 am at the offices of Bonterra, 2872 chemin Sullivan, Suite 2, Val-d’Or, (Québec) for the following purposes:

1. To set the number of directors to six (6) for the ensuing year.
2. To elect the directors of the Company for the ensuing year;
3. To receive the audited consolidated financial statements of the Company for the year ended December 31, 2020, seven month period ended December 31, 2019 and the year ended May 31, 2019, and the report of the auditors thereon;
4. To appoint Crowe MacKay LLP, as auditors of the Company for the ensuing year and to authorize the directors to fix their remuneration;
5. To consider and, if deemed advisable, adopt with or without variation, an ordinary resolution to approve the Company’s Rolling Stock Option Plan, as more fully described in the accompanying Management Information Circular;
6. To transact such other business as may properly come before the Meeting or any adjournment thereof.

The Management Information Circular attached hereto contains additional information regarding the matters to be considered at the Meeting and is hereby deemed to be an integral part of this notice. Only the shareholders of record at the close of business on May 11, 2021, will receive a notice of the Meeting and will be entitled to vote, in person or by proxy, at the meeting.

In order to mitigate risks to the health and safety of Shareholders, management, and the community at large, the Company, with regret, but in accordance with current public health guidelines, strongly discourages Shareholders from physically attending the Meeting and asks that all shareholders vote by proxy prior to the Meeting – but especially if experiencing cold or flu-like systems, or if a shareholder or someone the shareholder has been in close contact with has travelled to or from outside of Canada within 14 days prior to the Meeting. In light of the rapidly evolving news and guidelines related to the COVID-19 outbreak, we ask that, in considering whether to attend the Meeting, shareholders follow the instructions and Guidelines of the Public Health Agency of Canada (<https://www.canada.ca/en/public-health/services/diseases/coronavirus-disease-covid-19.html>), particularly with respect to “social distancing” efforts, as well as all additional provincial and local instructions and guidance. You may still vote on the above items by submitting a Proxy. A form of Proxy has been provided in this package, together with an Information Circular which forms part of this Notice. Please refer to the Notes to the Proxy for instructions on completing the Proxy.

To be effective, the Proxy must be completed, dated, signed and returned within the time limits and in accordance with the instructions set out in the Notes. As stated in the Notes, the enclosed Proxy is solicited by or on behalf of management of the Company, and the persons named as proxyholder are directors and/or officers of the Company, or nominees selected by management. You may appoint another to represent you at the Meeting by striking out the names of the persons therein and inserting, in the space provided, the name of the person you wish to represent you at the Meeting. **Proxies to be used at the meeting must be returned to Computershare Investor Services Inc. before 10:00 am (EST) on June 11, 2021.**

SIGNED in Val-d’Or, on May 11, 2021.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) Cesar Gonzalez