



**PJX RESOURCES INC.
Suite 3400 One First Canadian Place
Toronto, Ontario M5X 1A4**

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and special meeting (the “Meeting”) of the shareholders of PJX Resources Inc. (the “Corporation”) will be held to be held at the offices of **Bennett Jones LLP, 34th Floor, One First Canadian Place, Toronto, Ontario, or by teleconference at 11:00 a.m Eastern Time (“ET”) on June 20, 2023**, for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for the financial year ended December 31, 2022, together with the report of the auditor thereon;
2. to set the number of directors of the Corporation at six;
3. to elect directors of the Corporation for the ensuing year;
4. to appoint the auditor of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix the remuneration of the auditor;
5. to consider and, if deemed advisable, to pass, with or without variation, a resolution approving, in accordance with the policies of the TSX Venture Exchange, the share incentive plan of the Corporation; and
6. to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

Particulars of the foregoing matters are set forth in the accompanying management information circular. A copy of the audited consolidated financial statements of the Corporation for the financial year ended December 31, 2022, together with the report of the auditor of the Corporation thereon, also accompanies this notice.

The directors of the Corporation have fixed the close of business on May 15, 2023, as the record date for the determination of the shareholders of the Corporation entitled to receive notice of the Meeting.

DATED at Toronto, Ontario this 15th day of May, 2023.

By Order of the Board

(Signed) Mr. John Keating
President and Chief Executive Officer

Shareholders or proxyholders of record as of May 15, 2023, are invited to attend the Meeting in person or via Zoom or teleconference. To attend by Zoom or teleconference please send a request to lbrennan@pjxresources.com not later than 11:00 a.m. ET on June 16, 2023, for instructions.

Shareholders who are unable to attend the Meeting by teleconference or in person are requested to complete, date, sign and return the accompanying form of proxy in the enclosed return envelope. All instruments appointing proxies to be used at the Meeting or at any adjournment thereof must be deposited with Computershare Investor Services Inc., 9th Floor, North Tower, 100 University Avenue, Toronto, Ontario M5J 2Y1, not later than 11:00 a.m. ET on June 16, 2023, (48 hours or 2 business days preceding the date of the meeting) or any adjournment thereof or with the chairman of the Meeting prior to the commencement of the Meeting or any adjournment thereof.