

WINFIELD RESOURCES LIMITED

Suite 250 – 750 West Pender Street

Vancouver, BC V6C 2T7

Telephone: (604) 685-7450

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of shareholders of Winfield Resources Limited (the “**Company**”) will be held at the offices of Clark Wilson LLP, 900 - 885 West Georgia Street, Vancouver, BC, on Thursday, September 22, 2022, at the hour of 10:00 a.m. (Vancouver time) for the following purposes:

- (1) to receive the audited financial statements of the Company for the fiscal year ended December 31, 2021, and the accompanying report of the auditors;
- (2) to set the number of directors of the Company at three (3);
- (3) to elect Ron Schmitz, Rose Zanic and James Rogers as directors of the Company;
- (4) to appoint Davidson & Company LLP as the auditors of the Company for the fiscal year ending December 31, 2022 and to authorize the directors of the Company to fix the remuneration to be paid to the auditors for the fiscal year ending December 31, 2022;
- (5) to consider and, if thought fit, to pass a resolution approving that the articles of the Company be altered by deleting and cancelling the existing articles in their entirety and by creating and adopting articles (the “**New Articles**”) as more particularly described in the accompanying information circular (the “**Information Circular**”);
- (6) to consider, and if thought fit, to approve a special resolution to include certain advance notice provisions for the nomination of directors by shareholders in certain circumstances to the New Articles, as described in the Information Circular;
- (7) to consider and, if thought fit, to pass a special resolution to increase the authorized share capital of the Company, as more particularly described in the accompanying Information Circular;
- (8) to consider and, if thought fit, to pass an ordinary resolution (not including votes attaching to securities beneficially owned by related persons (as such term is defined in National Instrument 45-106 *Prospectus Exemptions*) to whom securities may be issued as compensation or under the Company’s Omnibus Equity Incentive Plan), to ratify, confirm and approve the adoption of the Company’s Omnibus Equity Incentive Plan, as described in the Information Circular;
- (9) to consider and, if thought fit, to pass a resolution authorizing the Company to make application to the Supreme Court of British Columbia pursuant to Section 229 of the Business Corporations Act, British Columbia, in order to rectify the Company’s failure to hold an annual general meeting during the 2009, 2010, 2011, 2012, 2013, 2014, 2015, 2016, 2017, 2018, 2019, 2020 and 2021 calendar years and, in connection therewith, to distribute interim and annual financial statements; and
- (10) to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

The board of directors of the Company has fixed August 16, 2022 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

In view of the current and evolving COVID-19 outbreak, the Company asks that, in considering whether to attend the Meeting in person, shareholders follow the instructions of the Public Health Agency of Canada (<https://www.canada.ca/en/public-health/services/diseases/2019-novel-coronavirus-infection.html>). The Company encourages shareholders not to attend the Meeting in person if experiencing any of the described COVID-19 symptoms of fever, cough or difficulty breathing. The Company may take additional precautionary measures in relation to the Meeting in response to further developments in the COVID-19 outbreak.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please vote by proxy by following the instructions provided in the form of proxy at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, or a trustee or administrator of a retirement savings plan, retirement income fund, education savings plan or other similar savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (each, an “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, this 23rd day of August, 2022.

By Order of the Board of Directors of

WINFIELD RESOURCES LIMITED

“Ron Schmitz”

Ron Schmitz

Chief Executive Officer and Director

PLEASE VOTE. YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING BY TELECONFERENCE, PLEASE COMPLETE, SIGN AND DATE THE ENCLOSED FORM OF PROXY AND PROMPTLY RETURN IT IN THE ENVELOPE PROVIDED.