**SMITHE RESOURCES CORP.**
**Suite 1201 - 1166 Alberni Street**
**Vancouver B.C. V6E 3Z3**
**Telephone: (604) 722-9633**

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of the shareholders (the "**Meeting**") of Smithe Resources Corp. (the "**Company**") will be held at Suite 1201 – 1166 Alberni Street, Vancouver, BC V6E 3Z3, on July 28, 2022 at 10:00 A.M. (Vancouver Time) for the following purposes:

1. to receive and consider the audited financial statements of the Company together with the auditor's reports thereon for the period from incorporation on February 17, 2021 to April 30, 2021 and for the year ended April 30, 2022;
2. to elect the directors to serve until the next annual general meeting of the shareholders of the Company or until their successors are duly elected or appointed;
3. to consider and, if thought appropriate, to pass an ordinary resolution appointing Crowe MacKay LLP, as the Company's auditor for the ensuing year;
4. to consider and, if thought appropriate, to pass, with or without variation, an ordinary resolution ratifying and approving the Company's stock option plan, as more particularly described in the accompanying management information circular (the "**Information Circular**"); and
5. to consider any permitted amendment to or variation of any matter identified in this Notice and to transact such other business as may properly come before the Meeting or at any adjournment thereof.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting. No other matters are contemplated, however any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

*At the date hereof the Company intends to hold the Meeting at the location stated in the Notice of Meeting.* ***However, due to potential unforeseen changes in the ongoing coronavirus COVID-19 outbreak ("COVID-19"), we ask shareholders to consider voting their shares by proxy and not attend the Meeting in person.*** *The Company encourages shareholders to vote prior to the Meeting by sending in a properly completed and signed form of proxy (or voting instruction form) following instructions in this Information Circular. The Company reserves the right to take precautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to changes in COVID-19 including: change of Meeting date, change of Meeting venue or the way in which the Meeting is held, for example by virtual meeting. Should any changes to the Meeting occur, the Company will announce any and all changes by way of news release filed under the Company's profile on SEDAR at www.sedar.com. Please check the Company's website or SEDAR profile prior to the Meeting for the most current information. In the event of changes to the Meeting format due to COVID-19, the Company will not prepare or mail amended Meeting Proxy Materials.*

**Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form**

**of Proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of Proxy and in the Information Circular.**

**Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of Proxy or voting instruction form and in the Information Circular to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account, you are not a registered shareholder.**

**DATED** at Vancouver, British Columbia, on June 21, 2022.

**By Order of the Board of Directors of Smithe Resources Corp.**

*"Andrew Lau"*

**Andrew Lau**
Chief Executive Officer