



**NOBEL RESOURCES CORP.
(the "Corporation")**

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
OF NOBEL RESOURCES CORP. TO BE HELD ON NOVEMBER 15, 2024**

NOTICE IS HEREBY GIVEN THAT the annual general and special meeting (the "**Meeting**") of the shareholders (the "**Shareholders**") of Nobel Resources Corp. (the "**Corporation**") will be held on November 15, 2024 at 11:00 a.m. (Toronto time) virtually via live audio webcast and teleconference accessible by the following particulars:

Webcast	https://us02web.zoom.us/j/83679917353?pwd=05qpU97pzthughLbgSkegS1UFCOFsY.1 Meeting ID: 836 7991 7353 Passcode: 876713
Teleconference	+1 647 374 4685 Canada +1 647 558 0588 Canada +1 929 205 6099 US (New York) Meeting ID: 836 7991 7353 Passcode: 876713

The Meeting is being held for the following purposes:

1. To receive the audited financial statements of the Corporation for the financial year ended December 31, 2023, together with the auditor's report thereon;
2. To appoint McGovern Hurley LLP as auditors (the "**Auditors**") of the Corporation for the current financial year and to authorize the directors to fix the remuneration of the Auditors;
3. To elect directors of the Corporation for the ensuing year;
4. To consider and, if thought fit, to approve an ordinary resolution ratifying and approving the Corporation's stock option plan. The full text of the ordinary resolution is set out in the accompanying Management Information Circular (the "**Circular**");
5. To consider and, if thought fit, to approve a special resolution ratifying and approving the Corporation's RSU/DSU Plan. The full text of the ordinary resolution is set out in the accompanying Circular; and
6. To transact other business as may properly come before the Meeting.

This year we will hold our Meeting in a virtual only format, which will be conducted via live audio webcast. Shareholders will have an equal opportunity to participate at the Meeting online regardless of their geographic location.

The Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this notice. Also accompanying this notice is a form of proxy. Any adjournment(s) of the Meeting will be held at a time and place to be specified at the Meeting. Only Shareholders of record at the close of business on September 27, 2024 are entitled to receive notice of and vote at the Meeting and any adjournment(s) or postponement(s) thereof.

In connection with the Meeting, the Corporation will be using the Canadian Securities Administrators' "notice-and-access" delivery method which allows the Corporation to furnish the Management Information

Circular and accompanying materials to Shareholders via the internet, thereby resulting in lower administrative costs and a reduction in the environmental impact of the Meeting.

Registered Shareholders and duly appointed proxyholders will be able to attend the Meeting, ask questions and vote, all in real time, provided they are connected to the internet and comply with all of the requirements set out in the Circular. Non-registered Shareholders who have not duly appointed themselves as proxyholder will be able to attend the Meeting as guests, but guests will not be able to vote at the Meeting.

A Shareholder who wishes to appoint a person other than the management nominees identified on the form of proxy or voting instruction form (including a non-registered Shareholder who wishes to appoint themselves to attend) must carefully follow the instructions in the Circular and on their form of proxy or voting instruction form. These instructions include the additional step of registering such proxyholder with our transfer agent, Computershare, after submitting their form of proxy or voting instruction form. Failure to register the proxyholder with our transfer agent will result in the proxyholder not receiving a user name to participate in the Meeting and only being able to attend as a guest.

Voting by Mail or Courier Before the Meeting: Computershare Investor Services Inc., Proxy Department, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1. Voting by Internet Before the Meeting - Enter the 12-digit control number printed on the form of proxy at www.investorvote.com. A non-registered shareholder should follow the instructions included on the voting instruction form provided by his/her/its Intermediary (as defined in the Circular). A proxy will not be valid for the Meeting or any adjournment or postponement thereof unless it is completed and delivered to Computershare no later than 11:00 a.m. (Toronto time) on November 13, 2024 (or, if the Meeting is adjourned or postponed, 48 hours (Saturdays, Sundays and holidays excepted) prior to the time of holding the Meeting) in accordance with the delivery instructions above. The time limit for deposit of proxies may be waived or extended by the Chair of the Meeting at his discretion, without notice.

DATED this 4th day of October, 2024

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "Lawrence Guy"
CHIEF EXECUTIVE OFFICER