



NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE that an Annual General and Special Meeting (the “Meeting”) of the shareholders of **STRATEGIC RESOURCES INC.** (the “Company”) will be held at 1 Place Ville Marie, 39th Floor, Montreal, QC H3B 4M7, on the 14th day of December, 2023, at 10:00 a.m. (Eastern time) for the purposes listed below:

1. **Financial Statements.** To receive the audited consolidated financial statements of the Company for the financial year ended June 30, 2023, together with the auditor’s reports thereon.
2. **Directors.** To elect directors for the ensuing year.
3. **Auditors.** To appoint KPMG LLP, Chartered Professional Accountants, as auditors of the Company for the ensuing year and to authorize the directors to fix the auditor’s remuneration.
4. **Equity Incentive Plans.** To approve the renewal of the Company’s 10% rolling stock option plan, and to approve the renewal of the Company’s Restricted Share Units (“RSU”) and Deferred Share Units (“DSU”) as more particularly set out in the accompanying Information Circular.
5. **Other Business.** To transact such other business as may be properly brought before the Meeting.

Accompanying this Notice is an Information Circular dated November 14, 2023, a form of proxy or voting instruction form and a reply card for use by shareholders who wish to receive the Company’s interim and/or annual financial statements. The accompanying Information Circular provides information relating to the matters to be addressed at the meeting and is incorporated into this Notice.

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 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 Montreal, Quebec, this 14th day of November, 2023.

ON BEHALF OF THE BOARD

“Sean Cleary”

Sean Cleary
Director and Chief Executive Officer