

CYPRESS HILLS RESOURCE CORP.

Suite 1703, 595 Burrard Street
Vancouver, British Columbia V7X 1J1
Telephone: 604-689-1428/ Fax: 604-681-4692

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the “**Meeting**”) of the holders (“**Shareholders**”) of common shares (“**Common Shares**”) of Cypress Hills Resource Corp. (the “**Corporation**”) will be held at Suite 1703, 595 Burrard Street, Vancouver, British Columbia on Thursday, August 4, 2022 at 9:30 a.m. (Vancouver time), for the following:

1. To receive and consider the audited financial statements of the Corporation for the year ended December 31, 2021 together with the auditor’s report thereon.
2. To fix the number of directors to be elected at the Meeting at five (5). See “Fixing Number of Directors” in the Circular (as defined below).
3. To elect the board of directors of the Corporation (the “**Board**”) for the ensuing year. See “Election of Directors” in the Circular.
4. To appoint Davidson & Company LLP, Chartered Professional Accountants, as auditors of the Corporation for the ensuing year, at a remuneration to be fixed by the Board. See “Appointment of Auditor” in the Circular.
5. To consider, and if thought advisable, approve, with or without variation, an ordinary resolution approving the Corporation’s stock option plan for the ensuing year. See “Approval of Stock Option Plan” in the Circular.
6. To transact such other business as may properly come before the Meeting or any adjournment(s) or postponement thereof.

The details of all matters proposed to be put before Shareholders at the Meeting are set forth in the management information circular dated June 21, 2022 prepared for the purposes of this Meeting (the “**Circular**”).

If you are unable to attend the Meeting in person we request that you date, sign and return the accompanying form of proxy (“**Proxy**”) to the Corporation’s transfer agent, Computershare Trust Company of Canada, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1 Attention: Proxy Department, not less than 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of British Columbia) prior to the time set for the Meeting or any adjournment of the Meeting.

If you are a non-registered holder of Common Shares and have received these materials from your broker or another intermediary, please complete and return the voting instruction form or other authorization form provided to you by your broker or intermediary in accordance with the instructions provided. Failure to do so may result in your Common Shares not being eligible to be voted at the Meeting.

The Proxy confers discretionary authority with respect to: (i) amendments or variations to the matters of business to be considered at the Meeting; and (ii) other matters that may properly come before the Meeting. As of the date hereof, management of the Corporation knows of no amendments, variations or other matters to come before the Meeting other than the matters set forth in this Notice of Annual and Special Meeting. Shareholders who are planning on returning the accompanying Proxy are encouraged to review the Circular carefully before submitting the Proxy.

Notice-and-Access

The details of all matters proposed to be put before Shareholders at the Meeting are set forth in the Circular. The Corporation has decided to use the notice-and-access model for delivery of meeting materials to its registered and beneficial shareholders. Under notice-and-access, Shareholders still receive a proxy or voting instruction form enabling them to vote at the Meeting. However, instead of a paper copy of the Circular, the Corporation's annual financial statements for the year ended December 31, 2010 ("**Annual Financial Statements**") and associated management's discussion and analysis ("**Annual MD&A**") and additional materials, Shareholders receive this notice with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and also will reduce the cost of printing and mailing materials to shareholders. **SHAREHOLDERS ARE REMINDED TO REVIEW THE CIRCULAR PRIOR TO VOTING.** Shareholders with questions about notice-and-access can call the Corporation at 1-604-689-1428.

Websites Where Materials are Posted

The Circular, Annual Financial Statements, Annual MD&A and additional materials can be viewed online on the Corporation's pages on SEDAR at www.sedar.com and at www.cypresshillsresource.com.

Obtaining Paper Copies of Materials

Shareholders may obtain paper copies of the meeting materials by postal delivery at no cost to them. Requests may be made up to one year from the date the Circular was filed on SEDAR by: (a) calling the Corporation at 1-604-689-1428; (b) mailing a request to the Corporation, Suite 1703, 595 Burrard Street, Vancouver, British Columbia V7X 1J1, Canada Attention: Corporate Secretary; or (c) sending a request to lee@earlston.ca. In order to receive the Circular, Annual Financial Statements and Annual MD&A in sufficient time to allow for review and return of the proxy by the due date, a request for paper copies should be sent so that it is received by no later than the end of business on July 21, 2022.

In accordance with the by-laws of the Corporation, all proxies, to be valid, must be deposited at the office of the Registrar and Transfer Agent of the Corporation, Computershare Trust Company of Canada, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1 Attention: Proxy Department, no later than 9:30 a.m. (Vancouver time) on August 2, 2022, or not less than 48 hours (excluding Saturdays and holidays) preceding any adjournment of the Meeting.

DATED as of the 21st day of June, 2022

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) "*Richard A. Graham*"

Richard A. Graham
President and Chief Executive Officer