

NEW BREAK RESOURCES LTD.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of shareholders of New Break Resources Ltd. (“**New Break**” or the “**Corporation**”) will be held at 18 King St. East, Suite 902, Toronto, Ontario M5C 1C4, on the 14th day of December, 2021 at the hour of 11:00 a.m. (Toronto time), for the following purposes:

1. to receive the audited financial statements of the Corporation for the year ended December 31, 2019 (with comparative statements relating to the preceding fiscal period) together with the report of the auditors thereon;
2. to receive the audited financial statements of the Corporation for the year ended December 31, 2020 (with comparative statements relating to the preceding fiscal period) together with the report of the auditors thereon;
3. to elect directors of the Corporation for the ensuing year;
4. to re-appoint McGovern Hurley LLP, Chartered Professional Accountants, as auditors of the Corporation and to authorize the directors to fix their remuneration;
5. to consider, and if thought advisable, to approve an ordinary resolution re-approving the Corporation’s Stock Option Plan, as more particularly described in the Management Information Circular;
6. to consider, and if deemed advisable, to pass, with or without variation, a special resolution to amend the Articles of the Corporation to remove the restrictions on transfer of shares and transfer of securities of the Corporation, as more particularly described in the management information circular of the Corporation dated December 3, 2021 (the “Circular”);
7. to consider, and if deemed advisable, to pass, with or without variation, an ordinary resolution to confirm the adoption of a new By-Law No. 1 to replace the Corporation’s previous By-Law No. 1, as more particularly described in the Circular; and
8. to transact such further or other business as may properly come before the Meeting or any adjournment or postponements thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the accompanying Circular. The Circular is deemed to form part of this Notice of Meeting. Please read the Circular carefully before you vote on the matters being transacted at the Meeting.

The record date for the determination of New Break shareholders entitled to receive notice of and to vote their New Break common shares is November 30, 2021. New Break shareholders whose names have been entered in the register of shareholders of New Break at the close of business on that date will be entitled to receive notice of and to vote their New Break common shares.

While the Meeting location will be in Toronto, Ontario, out of an abundance of caution, to proactively deal with the unprecedented public health impact of the novel coronavirus COVID-19, and to mitigate risks to the health and safety of the Corporation's communities, shareholders, employees and other stakeholders, this Meeting will be held online in a virtual meeting format only, by way of the following:

Live Webcast

Link: <https://zoom.us/j/98991410585?pwd=K3hndFhIaXRraTNIzVxdXV0ZXBOdz09>

Meeting ID: 989 9141 0585

Passcode: E-mail Michael Farrant at info@newbreakresources.ca to provide the passcode.

or by Telephone:

Canada +1: (301) 715-8592 or (312) 626-6799

A copy of the Circular, a form of proxy, financial statement request form and a return envelope accompany this Notice of Meeting. A copy of the audited financial statements of New Break for the years ended December 31, 2019 and December 31, 2020, and the auditors' reports thereon, and accompanying MD&A (as such term is defined in the Circular) for the year ended December 31, 2020, are available to the public on the Corporation's website at <https://www.newbreakresources.ca/investors/financial-reports/>.

ALL NEW BREAK SHAREHOLDERS ARE STRONGLY ENCOURAGED TO VOTE PRIOR TO THE MEETING BY ANY OF THE MEANS DESCRIBED IN THE CIRCULAR, AS IN-PERSON VOTING AT THE TIME OF THE MEETING WILL NOT BE POSSIBLE.

New Break shareholders are requested to either: (i) date and sign the form of proxy and return it to New Break's transfer agent, Capital Transfer Agency ULC 390 Bay Street, Suite 920, Toronto, ON M5H 2Y2; or (ii) complete the form of proxy online at www.capitaltransferagency.com/shareholders/, at any time prior to the close of business on the second last business day preceding the day of the Meeting. In order to be valid, proxies must be received by Capital Transfer Agency on or before the close of business on the second last business day preceding the date of the Meeting.

If you a beneficial holder of New Break common shares and received these materials through your broker or another intermediary, please complete and return the form of proxy provided to you in accordance with the instructions provided therein.

The instrument appointing a proxy must be in writing and must be executed by the New Break shareholder or his or her attorney authorized in writing or, if the New Break shareholder is a corporation, under its corporate seal by a duly authorized officer or attorney thereof.

The persons named in the enclosed form of proxy are directors and/or officers of New Break. Each New Break shareholder has the right to appoint a proxyholder other than such persons, who need not be a shareholder, to attend and to act for them and on their behalf at the Meeting. To exercise such right, the names of the nominees of management should be crossed out and the name of the Shareholder's appointee should be legibly printed in the blank space provided.

DATED at Toronto, Ontario, this 3rd day of December, 2021.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "Michael Farrant"

President and Chief Executive Officer