

## NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

**TAKE NOTICE** that the Annual General and Special Meeting (the "Meeting") of the Shareholders of Diamond Fields Resources Inc. (the "Corporation") will be held at 15th Floor, 125 Old Broad Street, London, EC2N 1AR, United Kingdom, on Thursday, June 9, 2022, at 8:00 a.m. Pacific Daylight Time (4.00 P.M. (London time)) for the following purposes:

1. To receive the financial statements of the Corporation for the financial year ended December 31, 2020 and accompanying report of the auditor;
2. To set the number of Directors of the Corporation at eight;
3. To elect the Directors of the Corporation for the ensuing year;
4. To appoint Davidson & Company LLP as Auditors of the Corporation for the ensuing year and to authorize the Directors to fix their remuneration;
5. Approval to fix the number of shares reserved for the Fixed Stock Option Plan at 8,000,000 Shares;
6. To consider and if deemed advisable to approve the Transaction, a Fundamental Acquisition pursuant to the rules of the TSXV comprising four principal elements as more particularly described in the Corporation's Information Circular and summarized as follows: (i) the acquisition of an 80% interest in Moydow; (ii) the completion of Financings aggregating US\$4,469,236; (iii) the addition of Brian Kiernan as a New Control Person of the Corporation; and (iv) entering into two (2) joint venture agreements with Panthera Resources Plc governing the ongoing exploration and development of the Labola Gold Project and the Other Moydow Properties;
7. To approve the settlement of US\$30,000 of debt owed to Jean Charles and the settlement of US\$87,500 of debt owed to John McGloin in consideration for the issuance of an aggregate of 746,125 DFR Shares priced at \$0.20 per DFR Share; and
8. To transact such other business as may properly be brought before the Meeting or any adjournment or adjournments thereof.

If you are a registered shareholder of the Corporation and unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with Computershare Investor Services Inc., 8th Floor, 100 University Avenue, Toronto, Ontario, Canada M5J 2Y1, or in accordance with the instructions provided in the attached Information Circular, by 8:00 a.m. (Pacific Daylight Time) on June 7, 2022 or at least 48 hours (excluding Saturdays, Sundays and holidays) before the time that the Meeting is to be reconvened after any adjournment of the Meeting.

If you are a non-registered shareholder of the Corporation and received a voting instruction form from Computershare Investor Services Inc., please complete and return the form in accordance with the instructions provided in the Information Circular and on the voting instruction form.

If you are a non-registered shareholder of the Corporation and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your security on your behalf (the "Intermediary"), please

complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DUE TO THE ONGOING CONCERNS RELATED TO THE SPREAD OF THE CORONAVIRUS (COVID-19) AND IN ORDER TO PROTECT THE HEALTH AND SAFETY OF SHAREHOLDERS, EMPLOYEES, OTHER STAKEHOLDERS AND THE COMMUNITY, THE BOARD OF DIRECTORS AND MANAGEMENT REQUEST ALL SHAREHOLDERS TO VOTE BY PROXY AND NOT ATTEND THE MEETING IN PERSON.

**DATED** at Vancouver, British Columbia, this 29<sup>th</sup> day of April, 2022.

**BY ORDER OF THE BOARD**

*"John McGloin"*

John McGloin  
Chief Executive Officer