

PHENOM RESOURCES CORP.
(formerly First Vanadium Corp.)
880 – 580 Hornby Street
Vancouver, BC V6C 3B6

NOTICE OF ANNUAL GENERAL MEETING TO BE HELD ON DECEMBER 9, 2021

TO THE SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “**Meeting**”) of the shareholders of Phenom Resources Corp. (formerly First Vanadium Corp.) (the “**Company**”) will be held at the Boardroom, 600 – 890 West Pender Street, Vancouver, British Columbia on Thursday, December 9, 2021, at 10:00 a.m. (Vancouver time), for the following purposes:

1. to receive the financial statements of the Company for the fiscal year ended November 30, 2020, together with the auditor’s report thereon;
2. to re-appoint Charlton & Company, Chartered Professional Accountants, of Vancouver, British Columbia, as the Company’s auditor and to authorize the directors to fix their remuneration;
3. to set the number of directors at four (4);
4. to elect directors for the ensuing year;
5. to approve the continuation of the Company’s Stock Option Plan; and
6. to transact any other business which may properly come before the Meeting.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

The Board of Directors of the Company has fixed October 27, 2021, as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

The Company intends to hold the Meeting in person. However, in view of current and evolving public health impact of the coronavirus, also known as COVID-19 (“COVID-19”), and Provincial and Federal guidance regarding public gatherings, which is subject to change from time to time as the COVID-19 pandemic evolves, the Company asks that in considering whether to attend the Meeting in person, shareholders follow the instructions of the Public Health Agency of Canada and any Orders made by the British Columbia Public Health Officer that are in effect at the time of the Meeting. In view of the COVID-19 pandemic, the Company encourages shareholders to consider voting their shares via proxy rather than attending the Meeting in person, particularly if they are experiencing any of the described COVID-19 symptoms which include fever, cough or difficulty breathing. Access to the Meeting will be limited to essential personnel and registered shareholders and proxyholders entitled to attend and vote at the Meeting. All Meeting participants will be required to wear a suitable face mask. The Company may take additional precautionary measures in relation to the Meeting in response to further developments with the COVID-19 outbreak. In the event it is not possible or advisable to hold the Meeting in person or a decision is made to change the date, time or location of the Meeting, the Company will announce, by press release, alternative arrangements for the Meeting as promptly as practicable. The press release will be available under the Company’s profile on SEDAR (www.sedar.com).

If you are planning to attend the Meeting, please check the Company’s press releases on SEDAR (www.sedar.com) before attending the Meeting.

THE COMPANY URGES ALL SHAREHOLDERS TO VOTE BY PROXY IN ADVANCE OF THE MEETING IN ACCORDANCE WITH THE INSTRUCTIONS SET OUT BELOW.

If you are a registered shareholder of the Company, please complete, date and sign the accompanying form of proxy and deposit it with the Company's transfer agent, Computershare Investor Services Inc. **by mail or registered mail to 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1**, at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof. **Alternatively, you may vote by telephone or via the internet** following the instructions provided on the proxy and in the Information Circular which has been filed under the Company's profile on SEDAR at www.sedar.com).

If you receive more than one form of proxy because you own common shares registered in different names or addresses, each form of proxy should be completed and returned.

The form of 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 Company knows of no amendments, variations or other matters to come before the Meeting other than the matters set forth in this Notice of Meeting. Shareholders who are planning on returning the applicable accompanying form of proxy are encouraged to review the Information Circular carefully before submitting the proxy form. **It is the intention of the persons named in the enclosed applicable form of proxy, if not expressly directed to the contrary in such form of proxy, to vote IN FAVOUR of the resolutions proposed by management as set forth under "Particulars of Matters to be Acted Upon" in the accompanying Information Circular.**

If you are a non-registered shareholder of the Company 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 securities on your behalf (each, an "**Intermediary**"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, this 27th day of October, 2021.

BY ORDER OF THE BOARD

"Paul Cowley"

Paul Cowley
President, CEO and Director