

CYPRESS HILLS RESOURCE CORP.

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 Friday, June 16, 2017 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, 2016 together with the auditor’s report thereon. See “Financial Statements” in the Circular (as defined below).
2. To fix the number of directors to be elected at the Meeting at four (4). See “Fixing the Number of Directors” in the Circular.
3. To elect the board of directors of the Corporation for the ensuing year. See “Election of Directors” in the Circular.
4. To appoint Davidson & Company LLP, Chartered Professional Accountants, as auditor’s of the Corporation for the ensuing year, at a remuneration to be fixed by the board of directors. See “Appointment of Auditor” in the Circular.
5. To consider, and if thought advisable, approve, with or without variation, an ordinary resolution re-approving the Corporation’s stock option plan, the full text of which is set forth in Exhibit “A” of the Circular. See “Approval of Stock Option Plan” in the Circular.
6. To consider, and if thought advisable, approve, with or without variation, a special resolution as more particularly set forth in the Circular relating to the approval of the change the name of the Corporation to “Tanner Ventures Inc.” or such other name as the Board of Directors may approve and the NEX board of the TSX Venture Exchange may accept. See “Name Change” in the Circular.
7. To consider, and if thought advisable, approve, with or without variation, a special resolution as more particularly set forth in the Circular relating to the approval of an amendment to the Corporation’s articles of incorporation to consolidate its issued and outstanding common shares on the basis of one (1) post-consolidation common share for up to a maximum of every five (5) pre-consolidation common shares, the final ratio to be determined by the Board of Directors of the Corporation. See “Consolidation” in the Circular.
8. To consider and, if thought advisable pass, with or without variation, a special resolution (the “**Special Resolution**”), the full text of which is set forth in the Circular, the effect of which will permit the directors of the Corporation to negotiate the and settle the definitive terms of a proposed sale of all or substantially all of the assets of the Corporation (the “**Proposed Transactions**”) in accordance with the *Business Corporations Act* (Alberta) (the “**ABCA**”);
9. 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 May 3, 2017 prepared for the purposes of the Meeting (“**Circular**”), a copy of which is available at available on its website at www.cypresshillsresource.com and on SEDAR at www.sedar.com). At the Meeting, Shareholders will be asked to approve each of the foregoing items.

Pursuant to Section 191 of the ABCA, registered shareholders of the Corporation are entitled to exercise rights of dissent in respect of the Proposed Transactions and, if the Proposed Transactions become effective, to be paid the fair value for such holder's shares. Shareholders of the Corporation wishing to dissent with respect to the Proposed Transactions must send a written objection to the Corporation, addressed to the Chief Executive Officer of the Corporation at Suite 1703, 595 Burrard Street, Vancouver, British Columbia V7X 1J1 at or prior to the time of the Meeting in order to be effective. Failure to strictly comply with the requirements set forth in Section 191 of the ABCA may result in the loss of any right of dissent. Persons who are beneficial owners of shares of the Corporation registered in the name of a broker, custodian, nominee or other intermediary who wish to dissent should be aware that only the registered shareholders are entitled to dissent. Accordingly, a beneficial owner of shares of the Corporation desiring to exercise this right must make arrangements for the shares of the Corporation beneficially owned by such person to be registered in his, her or its name prior to the time the written objection to the Special Resolution to approve the Proposed Transactions is required to be received by the Corporation or, alternatively, make arrangements for the registered holder of his, her or its shares to dissent on his, her or its behalf. Please see "*Matters to be Considered at the Meeting – Dissent Rights*" contained in this Circular for a description of a shareholder's right to dissent to the Proposed Transactions.

All shareholders are entitled to attend and vote at the Meeting in person or by proxy. The Board of Directors (the "**Board**") requests that all shareholders who will not be attending the Meeting in person read, date, sign and return the accompanying Instrument of Proxy (or Voting Instruction Form, a "**VIF**") in accordance with its instructions. Unregistered shareholders must return their complete VIFs in accordance with the instructions given by their financial institution or other intermediary that sent it to them. Shareholders are reminded to review the Circular before voting. Only shareholders of record at the close of business on May 3, 2017 will be entitled to vote at the Meeting.

DATED as of the 3rd day of May, 2017.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) "*Ted J. Fostey*"

Ted J. Fostey
President and Chief Executive Officer

IMPORTANT

It is desirable that as many Common Shares as possible be represented at the Meeting. If you do not expect to attend and would like your Common Shares represented, please complete the accompanying instrument of proxy and return it as soon as possible in the envelope provided for that purpose. 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, not later than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the meeting or any adjournment or postponement thereof. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any late proxy.

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the issuer or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Corporation (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

As permitted by the Notice and Access provisions of the Canadian securities administrators, the Circular is available at www.cypresshillsresource.com and on SEDAR and has not been mailed to Shareholders. Shareholders may request, without any charge to them, a paper copy of the Circular (and the audited financial statements and related management's discussion and analysis for the Corporation's last financial year and any other documents referred to in the Circular) and further information on Notice and Access by contacting the Corporation as follows:

E-mail:

lee@earlston.ca

Telecopier:

(+1) 604-681-4692

Telephone:

(+1) 604-689-1428 (collect calls accepted)

Mail: Suite 1703, 595 Burrard Street, Vancouver, British Columbia V7X 1J1, Canada

Requests for paper copies of the Circular (and any other related documents) must be received by no later than 12:00 noon (Vancouver time) on May 31, 2017 in order for Shareholders to receive paper copies of such documents and return their completed Proxies or VIFs by the deadline for submission of 9:30 a.m. (Vancouver time) on June 14, 2017.