

**YANGARRA RESOURCES LTD.
Suite 1530, 715 – 5th Avenue S.W.
Calgary, Alberta T2P 2X6**

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON THURSDAY, APRIL 30, 2020**

TAKE NOTICE that an Annual General and Special Meeting (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of Yangarra Resources Ltd. (the “**Corporation**”) will be held at the **Tillyard Management Conference Centre, Main Floor, 715 - 5th Avenue S.W., Calgary, Alberta, on Thursday, April 30, 2020 at 10:00 a.m. (Calgary time)** for the following purposes:

- (1) to receive the financial statements of the Corporation for the financial year ended December 31, 2019, together with the auditor's report thereon;
- (2) to fix the number of directors to be elected at the Meeting at five;
- (3) to elect directors for the Corporation for the ensuing year;
- (4) to re-appoint MNP LLP, Chartered Professional Accountants as the auditors of the Corporation for the ensuing year and to authorize the board of directors to fix their remuneration;
- (5) to consider the approval of the Corporation's stock option plan; and
- (6) to transact such other business as may properly come before the Meeting or any adjournment thereof.

The board of directors of the Corporation has fixed the record date for the Meeting as of the close of business on Thursday, March 12, 2020 (the “**Record Date**”). Only holders of the common shares of the Corporation (“**Common Shares**”) of record at the Record Date are entitled to notice of and to participate at the Meeting and only such persons or those who become holders of Common Shares after the Record Date and comply with the provisions of the *Business Corporations Act* (Alberta) are entitled to vote at the Meeting.

Proxies are being solicited by management of the Corporation. A Shareholder may attend the Meeting in person or may be represented there by proxy. A form of proxy for use at the Meeting or any adjournment thereof is enclosed with this Notice of Meeting. Shareholders who are unable to attend the Meeting or any adjournment thereof in person are requested to complete, sign and mail the enclosed form of proxy to, or deposit it with, the Corporation's registrar and transfer agent, Computershare Trust Company of Canada, Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, or by facsimile at 1-866-249-7775, so that it is received no later than 48 hours (excluding Saturdays, Sundays and statutory holidays) prior to the time of the Meeting or any adjournment thereof. Shareholders may also use the internet site at www.investorvote.com to transmit their voting instructions or vote by phone at 1-866-732-VOTE (8683) (toll free within North America), or 1-312-588-4290 (outside North America). Shareholders are cautioned that the use of mail to transmit proxies is at each Shareholder's risk.

As a precaution due to the COVID-19 pandemic, the Corporation is encouraging shareholders to practice social distancing and refraining from large gatherings. As such we will not be hosting a corporate presentation after this year's Meeting. A copy of the Corporations corporate presentation will be made available on the Corporation's website.

Please ensure your vote is represented at the meeting by submitting your Proxy in accordance with the instructions above.

Shareholders are referred to the Information Circular of the Corporation dated March 13, 2020 accompanying this Notice of Meeting for more detailed information regarding the matters to be considered at the Meeting.

DATED at Calgary, Alberta this 13th day of March 2020.

**BY ORDER OF THE BOARD OF DIRECTORS
OF YANGARRA RESOURCES LTD.**

Per: (signed) " *James G. Evaskevich* "
President and Chief Executive Officer