

FEC RESOURCES INC.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the shareholders (the “**Shareholders**”) of FEC Resources Inc. (the “**Corporation**”) will be held at 550 Burrard Street in the Ground Floor Conference Room, Vancouver, British Columbia, V6C 2B5, on Wednesday, June 30, 2021, at the hour of 4:00 p.m., (Vancouver time) (the “**Meeting**”), for the following purposes:

1. To receive the report of the directors of the Corporation (the “**Directors**”) to the shareholders and the consolidated financial statements of the Corporation together with the Auditors’ Report thereon for the financial year ended December 31, 2020;
2. To appoint the auditors of the Corporation (the “**Auditors**”) for the ensuing year and to authorize the Directors to fix the remuneration to be paid to the Auditors;
3. To set the number of directors of the board of directors of the Corporation (the “**Board**”) at three (3);
4. To elect the Directors for the ensuing year; and
5. To transact such further or other business as may properly be brought before the meeting or any adjournments thereof.

CAUTION CONCERNING COVID-19 OUTBREAK

At the date of this notice (“**Notice**”) and the accompanying information circular (“**Information Circular**”) it is the intention of the Corporation to hold the Meeting at the location stated above in this Notice. We are continuously monitoring development of current coronavirus disease 2019 (“**COVID-19**”) outbreak. In light of the rapidly evolving public health guidelines related to COVID-19, we ask Shareholders to consider voting their shares by proxy and **not** attend the meeting in person. Those Shareholders who do wish to attend the Meeting in person, should carefully consider and follow the instructions of the federal Public Health Agency of Canada available at: <https://www.canada.ca/en/public-health/services/diseases/coronavirus-disease-covid-19.html>. We ask that Shareholders also review and follow the instructions of any regional health authorities of the Province of British Columbia, including the Vancouver Coastal Health Authority, the Fraser Health Authority and any other health authority holding jurisdiction over the areas you must travel through to attend the Meeting. Please do not attend the Meeting in person if you are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact has travelled to/from outside of Canada within the 14 days immediately prior to the Meeting. All Shareholders are strongly encouraged to vote by submitting their completed form of proxy (or voting instruction form) prior to the Meeting by one of the means described in the Information Circular accompanying this Notice.

The Corporation reserves the right to take any additional pre-cautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to further developments in the COVID-19 outbreak, including: (i) holding the Meeting virtually or by providing a webcast of the Meeting; (ii) hosting the Meeting solely by means of remote communication; (iii) changing the Meeting date and/or changing the means of holding the Meeting; (iv) denying access to persons who exhibit cold or flu-like symptoms, or who have, or have been in close contact with someone who has, travelled to/from outside of Canada within the 14 days immediately prior to the Meeting; and (v) such other measures as may be recommended by public health authorities in connection with gatherings of persons such as the Meeting. Should any such changes to the Meeting format occur, the Corporation will announce any and all of these changes by way of news release, which will be filed under the Corporation’s profile on SEDAR as well as on our Corporation website at <http://www.fecresources.com/>. We strongly recommend you check the Corporation’s website prior to the Meeting for the most current information. **IN THE EVENT OF ANY CHANGES TO THE MEETING FORMAT DUE TO THE COVID-19 OUTBREAK, THE CORPORATION WILL NOT PREPARE OR MAIL AN AMENDED NOTICE, INFORMATION CIRCULAR OR MEETING MATERIALS.**

DATED at Vancouver on May 26, 2021.

By Order of the Board

Signed “*Daniel Carlos*”

President and Chief Executive Officer

FEC RESOURCES INC.
INFORMATION CIRCULAR

(As of May 26, 2021, except as indicated)

SOLICITATION OF PROXIES

This information circular (“**Information Circular**”) is furnished in connection with the solicitation of proxies by the management of FEC Resources Inc. (the “**Corporation**”) for use at the Annual General Meeting of the Corporation to be held on Wednesday, June 30, 2021 and at any adjournment thereof (the “**Meeting**”) at the time and place and for the purposes set forth in the accompanying Notice of Meeting (“**Notice**”). Unless the context otherwise requires, references to the Corporation include the Corporation and its subsidiaries. The solicitation will be conducted by mail and may be supplemented by telephone or other personal contact to be made without special compensation by officers and employees of the Corporation. The cost of solicitation will be borne by the Corporation.

Unless otherwise stated the information herein is given as of May 26, 2021.

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