



UNITED RESOURCE HOLDINGS GROUP, INC.

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**AGENDA OF ANNUAL MEETING OF SHAREHOLDERS OF
UNITED RESOURCE HOLDINGS GROUP, INC.**

December 14, 2017

An annual meeting of the shareholders (the “Meeting”) of United Resource Holdings Group, Inc. (the “Company”), is hereby held on Thursday, December 14, 2017 at 10:00 a.m. (Pacific Time) in Henderson, Nevada at the Courtyard Marriott Hotel located at 2800 North Green Valley Parkway.

The record date for voting at the Meeting was the close of business on November 14, 2017 (the “Record Date”), and such date was fixed by the board of directors of the Company as the date for determination of the shareholders entitled to notice of and to vote at the Meeting.

Notice of the Meeting was posted on the web site on September 27, 2017. A copy of the notice of the Meeting has been filed with the minutes of the Meeting.

1. Introduction

The duly elected Chief Executive Officer and President of the Company, Dana Low, will serve as Chairman of the Meeting (the “Chairman”). Mr. Low recognizes the duly elected Secretary of the Company, Travis Capson, who will serve as Secretary of the Meeting and take the minutes of the Meeting.

2. Roll Call

Mr. Low recognizes the shareholders of the Company who are in attendance at the Meeting and eligible to participate in each matter as well as those who have signed proxies. Mr. Low confirms there is a quorum present to conduct company business:

Quorum Present: Yes _____ No _____

Mr. Low also recognizes the following individuals who are in attendance at the Meeting by invitation of the Company’s board of directors:

Mr. _____

Mr. _____

Operational Developments

During the past twelve (12) months, the Company has been working on its patented mining claims lease near the historic Dun Glen Mining District and has continued in its agreement with Resource Management Inc. for contract labor and to operate its placer plant located near Winnemucca, Nevada. The placer plant is currently operating as approved by NDEP/BMRR.

Geological work regarding the Dun Glen Mine has continued.

Financing Activities

The officers of the Company have been actively engaged in attempts to secure financing through many different means, including, but not limited to: (i) the new issuance of common stock for private sale to a third party or parties; (ii) the new issuance of preferred stock for private sale to a third party or parties; (iii) the sale of common stock to the public market; (iv) the exchange of common stock with a public company; and (v) the issuance of debt via private placement to a third party or parties.

United Milling & Refining Corp. has received a loan from Denari Capital, LLC to purchase the storage yard in Storey County, NV from Skyburst Enterprises. The loan is payable in 6 months from November 1, 2017.

All additional financing has come from the current executives or other existing shareholders. Details of those loans are provided in the financial records.

Other Matters

6. PROPOSAL #1 Election of Directors

In accordance with the by-laws, each member of the board of directors shall be elected at each annual meeting of shareholders. Due to resignations during the year 2017 of Kenneth Barker and Robert Quinn, two individuals, Charles Robin Scott and Edward J Zuparko, have served as interim board at the request of Chairman Dana Low. The current board of directors has nominated the three (3) current directors for re-election to the board of directors: Dana Low, Charles Robin Scott and Edward J Zuparko.

Therefore, the following motion is hereby proposed for consideration by the shareholders:

RESOLVED, that the following persons are hereby duly elected as the directors of the Company to serve in such capacity until the next annual meeting of shareholders or until their successors have been duly qualified and elected or until their earlier resignation or removal:

<u>Dana Low</u>	Chairman and Director
<u>Charles Robin Scott</u>	Director
<u>Edward J Zuparko</u>	Director

The foregoing resolution is hereby open to the shareholders to a motion and second for vote of adoption.

For: _____ Against: _____ Abstentions: _____
(provide initials of shareholders above)

Passed _____ Failed _____
(check one above)

7. PROPOSAL #2 Appointment of Legal Counsel

The officers and directors of the Company have determined that it is in the best interests of the Company and its shareholders retain the services and approve the appointment of Mr. Michael K. Hair, Esq., for legal services in the nature of federal and state corporate and securities laws and other matters that may arise from time to time until the next stockholders meeting.

Therefore, the following motion is hereby proposed for consideration by the shareholders:

RESOLVED, that the Company is hereby authorized to appoint, and hereby ratifies the appointment of Michael K. Hair, as the Company’s legal counsel to serve at the discretion of the Board of Directors until the next annual meeting of shareholders.

The foregoing resolution is hereby open to the shareholders to a motion and second for vote of adoption.

For: _____ Against: _____ Abstentions: _____
(provide initials of shareholders above)

Passed _____ Failed _____
(check one above)

8. PROPOSAL #3 Appointment of Accountant

The officers and directors of the Company have determined that it is in the best interests of the Company and its shareholders to approve the appointment of Metcalf & Scott Accountancy Corp., as the Company’s independent certified public accounting firm.

Therefore, the following motion is hereby proposed for consideration by the shareholders:

RESOLVED, that the Company is hereby authorized to appoint, and hereby ratifies the appointment of Metcalf & Scott Accountancy Corp., as the Company’s independent certified public accounting firm to serve at the discretion of the Board of Directors until the next annual meeting of shareholders.

The foregoing resolution is hereby open to the shareholders to a motion and second for vote of adoption.

For: _____ Against: _____ Abstentions: _____
(provide initials of shareholders above)

Passed _____ Failed _____
(check one above)

9. PROPOSAL #4 Appointment of Auditor

The officers and directors of the Company have determined that it is in the best interests of the Company and its shareholders to approve the appointment of Haynie & Company, CPAs, as the Company’s independent certified public audit accounting firm.

Therefore, the following motion is hereby proposed for consideration by the shareholders:

RESOLVED, that the Company is hereby authorized to appoint, and hereby ratifies the appointment of Haynie & Company, CPAs as the Company’s independent certified public accounting firm to serve at the discretion of the Board of Directors until the next annual meeting of shareholders.

The foregoing resolution is hereby open to the shareholders to a motion and second for vote of adoption.

For: _____ Against: _____ Abstentions: _____
(provide initials of shareholders above)

Passed _____ Failed _____
(check one above)

10. Adjournment of Meeting

There being no further business to come before the Meeting, adjournment of the Meeting is hereby open to the shareholders to a motion and second for vote of adoption.

For: _____ Against: _____ Abstentions: _____
(provide initials of shareholders above)

Passed _____ Failed _____
(check one above)

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This agenda of the annual meeting of shareholders of United Resource Holdings Group, Inc. is hereby certified as to its accuracy and completeness for inclusion in the minutes with the official records of the Company as of this 14th day of November, 2017.

Travis Capson
Secretary, URHG