



PTX METALS INC.

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 PTX Metals Inc. (the “**Company**”) will be held at 82 Richmond Street East, Toronto, Ontario M5C 1P1 on Tuesday, February 25, 2025 at 10:00 a.m. (Toronto time) and by telephone at 1-800-747-5150 and entering passcode 5311060# for the following purposes:

1. to receive and consider the financial statements of the Company for the fiscal year ended December 31, 2023, together with the report of the auditors thereon;
2. to reappoint the auditors of the Company for the ensuing year and to authorize the directors of the Company to determine the remuneration to be paid to the auditors;
3. to elect directors for the ensuing year to serve until the close of the next annual meeting of Shareholders or until their successors are elected or appointed, as more fully described in the Information Circular accompanying this notice of Meeting;
4. to consider, and if deemed appropriate, to pass, with or without variation, an ordinary resolution (the “**OP Resolution**”), as more fully described in the Circular, approving the adoption of the Company’s new omnibus long-term incentive plan (the “**Omnibus Plan**”); and
5. to transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

NOTICE-AND-ACCESS

Notice is also hereby given that the Company has decided to use the notice-and-access method of delivery of meeting materials for the Meeting for beneficial owners of Common Shares of the Company (the “**Non-Registered Holders**”) and for registered shareholders (the “**Registered Holders**”). The notice-and-access method of delivery of meeting materials allows the Company to deliver the meeting materials over the internet in accordance with the notice-and-access rules adopted by the Canadian Securities Administrators under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer*. Under the notice-and-access system, Registered Holders will receive a form of proxy and the Non-Registered Holders will receive a voting instruction form enabling them to vote at the Meeting. However, instead of a paper copy of the notice of meeting, the management information circular (the “**Information Circular**”), and related management’s discussion and analysis and other meeting materials, if applicable (collectively the “**Meeting Materials**”), shareholders receive a notification with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and will also reduce the cost of printing and mailing the Meeting Materials to shareholders. Shareholders are reminded to view the Meeting Materials prior to voting. The Company will not be adopting stratification procedures in relation to the use of notice-and-access provisions.

How to Access the Meeting Materials

Meeting Materials can be viewed online on the Company’s website www.ptxmetals.com or under the



Company's profile at www.sedarplus.ca. The Meeting Materials will remain posted on the Company's website at least until the date that is one year after the date the Meeting Materials were posted.

How to Request a Paper Copy of the Meeting Materials

Shareholders may request paper copies of the Meeting Materials to be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Meeting Materials are posted on the Company's website. In order to receive a paper copy of the Meeting Materials or if you have questions concerning notice-and-access, please call the Company's transfer agent and registrar, Computershare Trust Company of Canada ("Computershare").

For Holders with a 15 digit Control Number:

Request materials by calling Toll Free, within North America - 1-866-962-0498 or direct, from outside of North America - (514) 982-8716 and entering your control number as indicated on your Voting Instruction Form or Proxy.

To obtain paper copies of the materials after the meeting date, please contact (416) 565-4422.

For Holders with a 16 digit Control Number:

Request materials by calling Toll Free, within North America - 1-877-907-7643 or direct, from outside of North America please contact – 1-303-562-9305 and enter your control number as indicated on your Voting Instruction Form.

To obtain paper copies of the materials after the meeting date, please contact 416-565-4422.

Requests should be received by 11:00 a.m. (Eastern Time) on February 14, 2025 in order to receive the Meeting Materials in advance of the Meeting.

Please note that if you request a paper copy of the Meeting Materials, you will not receive a new form of proxy or voting instruction form, and therefore you should retain the forms included in the notice package in order to vote.

The Company urges all shareholders to vote by proxy in advance of the Meeting in accordance with the instructions set out below.

Shareholders who are unable to attend the Meeting in person and who wish to ensure that their Common Shares are voted at the Meeting, are requested to date, sign and return in the envelope provided for that purpose, the enclosed form of proxy, or complete and submit the form of proxy through the internet, telephone or by such other method as is identified, and pursuant to any instructions contained, in the form of proxy.

All instruments appointing proxies to be used at the Meeting or at any adjournment thereof must be received by our transfer agent, Computershare Trust Company of Canada, 100 University Avenue, 8th Floor, North Tower, Toronto, Ontario M5J 2Y1, at least 48 hours (excluding Saturdays, Sundays, and holidays) before the time of the Meeting or any adjournment thereof. The time limit for deposit of proxies may be waived by the Chairman of the Meeting at his discretion.

If you are a Non-Registered Holder and have received these materials through your broker, custodian, nominee or other intermediary, please complete and return the form of proxy or voting instruction form provided to you by your broker, custodian, nominee or other intermediary in accordance with the instructions provided therein. **Shareholders are reminded to review the Information Circular before voting.**



DATED at Toronto, Ontario, January 13, 2025.

BY ORDER OF THE BOARD

/s/ "Greg Ferron"

Greg Ferron
President and Chief Executive Officer