



LITHOS GROUP LTD.

Suite 2380 – 1055 West Hastings Street
Vancouver, BC, V6E 2E9
Telephone: 604-307-4274

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of shareholders of Lithos Group Ltd. (the “**Company**”) will be held via ZOOM at:

<https://us04web.zoom.us/j/71209533516?pwd=IAurBZXiYQB7G0I8DgJ16nlurB1ydb.1>, Meeting ID: 712 0953 3516, Passcode: eZ39N6

on Friday, September 13, 2024, at the hour of 10:00 a.m. (Vancouver time) for the following purposes:

- (1) to receive the audited financial statements of the Company for the financial year ended April 30, 2024 and the accompanying report of the auditors;
- (2) to set the number of directors of the Company at six (6);
- (3) to elect Scott Taylor, Jennie Choboter, Michael Kevin McKenna, Michael Westlake, Martín Corredera Silván and Anton Fredrik Klaveness as directors of the Company to serve until the next annual general meeting of shareholders;
- (4) to appoint Charlton & Company, Chartered Professional Accountants as the auditors of the Company for the financial year ending April 30, 2025 and to authorize the directors of the Company to fix the remuneration to be paid to the auditors for the financial year ending April 30, 2025;
- (5) to consider and, if thought fit, to pass an ordinary resolution to ratify, confirm and approve the adoption of the Company’s omnibus equity incentive plan, as described in the accompanying information circular (the “**Information Circular**”);and
- (6) to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

The accompanying information circular (the “**Information Circular**”) provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this notice of annual general meeting (this “**Notice of Meeting**”).

The board of directors of the Company has fixed August 7, 2024 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

COVID-19

In view of COVID-19, the Company asks that, in considering whether to attend the Meeting in person, you follow the instructions of the Public Health Agency of Canada (<https://www.canada.ca/en/public-health/services/diseases/2019-novel-coronavirus-infection.html>). The Company encourages shareholders not to attend the Meeting in person if experiencing any of the described COVID-19 symptoms of fever, cough or difficulty breathing.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please vote by proxy by following the instructions provided in the form of proxy at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, or a trustee or administrator of a retirement savings plan, retirement income fund, education savings plan or other similar savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (each, an “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, this 14th day of August, 2024.

By Order of the Board of Directors of

LITHOS GROUP LTD.

“Scott Taylor”

SCOTT TAYLOR

Chief Executive Officer and Director

PLEASE VOTE. YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE COMPLETE, SIGN AND DATE THE ENCLOSED FORM OF PROXY AND PROMPTLY RETURN IT IN THE ENVELOPE PROVIDED.