

# MINEWORX TECHNOLOGIES LTD.

## NOTICE OF ANNUAL GENERAL & SPECIAL MEETING OF SHAREHOLDERS

The annual general and special meeting of shareholders (“**Meeting**”) of Mineworx Technologies Ltd. (“**Corporation**”) will be held on Wednesday, July 27, 2022 at the offices of DLA Piper (Canada) LLP, Suite 1000, 250 – 2<sup>nd</sup> Street SW, Calgary, Alberta at 1:00 PM (Calgary time) in order to:

1. receive and consider the audited financial statements of the Corporation for the financial year ended December 31, 2021, and the report of the auditor thereon, as well as the unaudited interim financial statements for the period ended March 31, 2022,
2. fix the number of directors to be elected at the Meeting at five (5);
3. elect the nominated directors being Greg Pendura, Darcy Thiele, Rick Purdy, Harvey Granatier and Curtis Sparrow;
4. appoint the auditor and authorize the directors to fix the auditor’s remuneration;
5. to consider, and if thought fit, approve the ordinary resolution, as more particularly set forth in the accompanying Management Information Circular prepared for the purpose of the Meeting, relating to the approval of an amended stock option plan of the Corporation;
6. to consider, and if thought fit, approve the special resolution, as more particularly set forth in the accompanying Management Information Circular, authorizing and approving the consolidation of the issued and outstanding common shares of the Corporation on the basis of one (1) new common share for up to every existing two (2) common shares issued and outstanding immediately prior to the consolidation; and
7. transact any other business as may be properly brought before the Meeting or any adjournment.

**Dated** this 24th day of June, 2022

BY ORDER OF THE BOARD OF DIRECTORS

*“Greg Pendura”*

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Greg Pendura

President and Chief Executive Officer

**COVID-19 NOTICE: Due to the COVID-19 pandemic, restrictions with regard to the Meeting may be implemented by the Corporation as required in accordance with applicable laws, to comply with public health restrictions or as otherwise required. At the Meeting, the Corporation may adopt screening or other measures for identifying COVID-19 symptoms or risk factors as may be recommended or required by applicable health authorities or otherwise. The Corporation reserves the right to refuse admission to a shareholder or proxyholder seeking to attend the Meeting if the Corporation believes the shareholder or proxyholder poses a health risk to attendees at the Meeting or that admission to the Meeting would otherwise breach public health restrictions. THE CORPORATION MAY LIMIT ATTENDEES AS REQUIRED BY THE MASS GATHERING RESTRICTIONS IMPLEMENTED BY THE GOVERNMENT OF ALBERTA AT THE TIME OF THE MEETING, OR OTHERWISE. In addition, any attendees may be required to practice social distancing at the Meeting and wear face masks.**

**As the COVID-19 outbreak continues to be a rapidly evolving situation, and in light of changing public health restrictions and recommendations related to COVID-19, there may be changes to the**

**date, time or location of the Meeting, or the Corporation may adjourn or postpone the Meeting. The Corporation will continue to monitor and review provincial and federal governmental guidance in order to assess and implement measures to reduce the risk of spreading the virus at the Meeting. Any such changes will be communicated by news release which will be made available under the Corporation's profile on SEDAR at [www.sedar.com](http://www.sedar.com).**

It is desirable that as many Common Shares as possible be represented at the Meeting. If you do not expect to attend the Meeting and would like your Common Shares represented, please complete the enclosed instrument of proxy and return it as soon as possible in the envelope provided for that purpose, or vote by mail, by telephone or by internet. All proxies, to be valid, must be received by Computershare Trust Company of Canada, Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, at least forty-eight (48) hours, excluding Saturdays, Sundays and holidays, before the Meeting or any adjournment thereof. Late proxies may be accepted or rejected by the Chair of the Meeting in his discretion, and the Chair is under no obligation to accept or reject any particular late proxy.