



# Hemlo Explorers

301 – 141 Adelaide Street West  
Toronto, Ontario M5H 3L5

## NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that an annual general and special meeting of the shareholders (the “**Meeting**”) of Hemlo Explorers Inc. (the “**Corporation**”) will be held at 141 Adelaide Street West, Suite 301, Toronto, Ontario on the 30<sup>th</sup> day of January 2025, at 11:00 a.m. (Toronto time). The following is a list of business to be conducted at the Meeting:

1. to receive the audited financial statements of the Corporation for the fiscal year ended January 31, 2024, together with the report of the auditors thereon;
2. to elect directors;
3. to reappoint the auditors and to authorize the directors to fix the auditors’ remuneration;
4. to consider and, if deemed appropriate, to pass, with or without variation, a special resolution authorizing the board of directors of the Corporation (the “**Board**”), in its sole discretion, to approve an amendment to the articles of the Corporation to consolidate the issued and outstanding common shares in the capital of the Corporation (the “**Common Shares**”) on a ratio of up to five (5) pre-consolidation Common Shares into each one (1) post-consolidation Common Share (the “**Consolidation Resolution**”), as more fully described in the accompanying management information circular;
5. to consider and, if deemed appropriate, to pass, with or without variation, a special resolution authorizing the Board, in its sole discretion, to approve an amendment to the articles of the Corporation to change the name of the Corporation to “**Rocky Shore Gold Ltd.**” or such other name as the board of directors of the Corporation, in its sole discretion, deems appropriate (the “**Name Change Resolution**”), as more fully described in the accompanying management information circular; and
6. to transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

An “ordinary resolution” is a resolution passed by a majority of the votes cast by eligible shareholders who voted in respect of that resolution at the Meeting. A “special resolution” is a resolution passed by a majority of not less than two-thirds (66 <sup>2</sup>/<sub>3</sub>%) of the votes cast by eligible shareholders who voted in respect of that resolution at the Meeting.

**The Corporation urges all shareholders to vote by proxy in advance of the Meeting in accordance with the instructions set out below and to listen to the Meeting through the live conference call details provided below:**

Date and Time: January 30, 2025, at 11:00 a.m. (Toronto time)

Meeting access: [Microsoft Teams](#)

Meeting ID: **216 977 704 653**

Passcode: **Pb93JX**

The nature of the business to be transacted at the Meeting, including the text of the Consolidation Resolution and Name Change Resolution, is described in further detail in the Circular.

The record date for the determination of shareholders entitled to receive notice of and to vote at the Meeting (the “**Record Date**”) is December 6, 2024. Shareholders whose names have been entered in the register of shareholders at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting.

A shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting, or any adjournment thereof, in person are requested to date, sign and return the accompanying form of proxy (the “**Proxy Form**”) for use at the Meeting or any adjournment thereof. To be effective, the enclosed proxy must be deposited at the office of TSX Trust Company, by mail to Suite 301, 100 Adelaide Street West, Toronto, Ontario, M5H 4H1, fax to (416) 361-0470 or by email to [adam.shafi@tsx.com](mailto:adam.shafi@tsx.com) and [thomas.lamantia@tsx.com](mailto:thomas.lamantia@tsx.com), not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario) prior to the time set for the Meeting or any adjournment thereof.

In light of the Canada Post disruptions, shareholders are encouraged to access the Meeting Materials electronically. Registered holders of Common Shares may contact TSX Trust Company at [tsxtis@tsx.com](mailto:tsxtis@tsx.com) or call 1-866-600-5869 for assistance in obtaining their individual control numbers in order to vote their Common Shares. Registered holders of Common Shares are encouraged to vote their Common Shares via fax to (416) 361-0470, email to [adam.shafi@tsx.com](mailto:adam.shafi@tsx.com) and [thomas.lamantia@tsx.com](mailto:thomas.lamantia@tsx.com), or via the internet at [www.voteproxyonline.com](http://www.voteproxyonline.com) using their 12-digit control number. Beneficial holders of Common Shares should contact their broker or other intermediary for assistance in obtaining their individual control numbers in order to vote their Common Shares. Beneficial holders of Common Shares are encouraged to vote their Common Shares via the internet at [www.voteproxyonline.com](http://www.voteproxyonline.com). It is recommended that any physical forms of proxy or voting instruction forms be delivered via courier to ensure that they are received in a timely manner.

The instrument appointing a proxy shall be in writing and shall be executed by the shareholder or the shareholder’s attorney authorized in writing or, if the shareholder is a company, under its corporate seal by an officer or attorney thereof duly authorized.

The persons named in the enclosed form of proxy are directors and/or officers of the Corporation. Each shareholder of the Corporation has the right to appoint a proxyholder other than such persons, who need not be a shareholder, to attend and to act for such shareholder and on such shareholder's behalf at the Meeting. To exercise such right, the names of the nominees of management should be crossed out and the name of the shareholder's appointee should be legibly printed in the blank space provided on the Proxy Form.

DATED at Toronto, Ontario as of the 16<sup>th</sup> day of December, 2024.

BY ORDER OF THE BOARD OF  
DIRECTORS

*(signed) "Brian Howlett"*

**Brian Howlett**  
**President & Chief Executive Officer**