

**VETA RESOURCES INC.**  
217 Queen Street West, Suite 401  
Toronto, Ontario M5V 0R2

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that an annual and special meeting (the “**Meeting**”) of the shareholders of **Veta Resources Inc.** (“**Veta**”) will be held on **Monday, January 31, 2022**, at the hour of 10:00 a.m. (Eastern time), at 217 Queen Street West, Suite 401, Toronto, Ontario M5V 0R2 for the following purposes:

1. to receive and consider the audited consolidated financial statements of Veta for the year ended December 31, 2020 and the report of the auditors thereon;
2. to elect the directors of Veta;
3. to appoint the auditors of Veta and to authorize the directors to fix their remuneration;
4. to consider and, if thought fit, to pass, with or without variation, a special resolution (the “**Arrangement Resolution**”) to approve a statutory plan of arrangement (the “**Plan of Arrangement**”) under section 192 of the *Canada Business Corporations Act*, which involves, among other things, the distribution of common shares of each of: (i) 1329291 B.C. Ltd. (“**291**”); (ii) 1329293 B.C. Ltd. (“**293**”); (iii) 1329295 B.C. Ltd. (“**295**”); (iv) 1329300 B.C. Ltd. (“**300**”); (v) 1329306 B.C. Ltd. (“**306**”); (vi) 1329307 B.C. Ltd. (“**307**”); (vii) 1329308 B.C. Ltd. (“**308**”); and (viii) 1329310 B.C. Ltd. (“**310**”) to current shareholders of Veta on the basis of:
  - (a) one (1) 291 common share;
  - (b) one (1) 293 common share;
  - (c) one (1) 295 common share;
  - (d) one (1) 300 common share;
  - (e) one (1) 306 common share;
  - (f) one (1) 307 common share;
  - (g) one (1) 308 common share; and
  - (h) one (1) 310 common share,per outstanding common share of Veta held, all as more particularly described in the accompanying management information circular of Veta; and
- (i) to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his duly executed form of proxy with Veta’s transfer agent and registrar, TSX Trust Company, at 100 Adelaide Street West, Suite 301, Toronto, Ontario M5H 4H1 not later than 10:00 a.m. (Eastern time) on Thursday, January 27, 2022 or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the time of such adjourned Meeting.

Shareholders who are unable to attend the Meeting in person, are requested to date, complete, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting.

The board of directors of Veta has by resolution fixed the close of business on Wednesday, December 29, 2021 as the record date, being the date for the determination of the registered holders of common shares of Veta entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof.

**COVID-19 GUIDANCE**

**In the context of the effort to mitigate potential risk to the health and safety associated with COVID-19 and in compliance with the orders and directives of the Government of Canada, the Province of Ontario and the City of Toronto, shareholders are being discouraged from attending the Meeting in person. All shareholders are encouraged to vote on the matters before the Meeting by proxy in the manner set out herein and in the accompanying management information circular dated December 29, 2021 of Veta.**

The accompanying management information circular and form of proxy provides additional detailed 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 and special meeting. The enclosed form of proxy is solicited by management of Veta. Copies of the Arrangement Resolution, the arrangement agreement (including the Plan of Arrangement), the interim order and the notice of hearing for final order are attached to the accompanying management information circular as Schedules "C", "D", "E" and "F", respectively.

Registered holders of common shares of Veta have a right of dissent in respect of the proposed Plan of Arrangement and have a right to be paid the fair value of their common shares of Veta. The dissent rights are described in the accompanying management information circular and are attached to the management information circular as Schedule "G". Failure to strictly comply with the required procedure may result in the loss of any right of dissent.

Additional information about Veta and its consolidated financial statements are also available on Veta's profile at [www.sedar.com](http://www.sedar.com).

**DATED** at Toronto, Ontario this 29<sup>th</sup> day of December, 2021.

**BY ORDER OF THE BOARD**

*"Albert Contard"* (signed)

President, Chief Executive Officer and Director