

CANADIAN PALLADIUM RESOURCES INC.
NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF THE
SHAREHOLDERS

TAKE NOTICE THAT an annual general and special meeting ("Meeting") of the shareholders of Canadian Palladium Resources Inc. ("Corporation") will be held at 1558 West Hastings Street, Vancouver, British Columbia, V6G 3J4, on Friday, December 8, 2023 at 11:00 a.m. (Vancouver time) for the following purposes:

1. to receive and consider the financial statements of the Corporation as at and for the year ended September 30, 2022 and 2021, together with the report of the auditors thereon;
2. to fix the number of directors of the Corporation to be elected at the Meeting at four (4) members;
3. to elect the directors of the Corporation for the ensuing year;
4. to appoint the auditors of the Corporation for the ensuing year and to authorize the directors of the Corporation to determine the remuneration to be paid to the auditors;
5. to consider, and if deemed advisable, to pass, with or without variation, an ordinary resolution of shareholders approving a 10% rolling equity incentive plan ("Equity Incentive Plan"), as more particularly set out herein;
6. to consider, and if deemed advisable, to pass, with or without variation, an ordinary resolution of shareholders authorizing the Corporation to issue more than 100% of its current issued and outstanding common shares pursuant to the Second Tranche Financing (as defined below), as more particularly described herein; and
7. to transact such other business as may properly come before the Meeting.

Information relating to matters to be acted upon by the shareholders at the Meeting is set forth in the accompanying Circular (as defined herein).

A shareholder may attend the Meeting in person or may be represented at the Meeting by proxy. Shareholders who are unable to attend the Meeting in person and wish to be represented by proxy are requested to date, sign and return the accompanying instrument of proxy, or other appropriate form of proxy, in accordance with the instructions set forth in the accompanying Circular. An instrument of proxy will not be valid unless it is deposited at the offices of Odyssey Trust (Attention: Proxy Department) at 323 – 409 Granville Street, Vancouver, BC V6C 1T2, in the enclosed self-addressed envelope, not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time of the Meeting, or any adjournment thereof. Alternatively, a registered shareholder can complete internet voting by logging on at <https://login.odysseytrust.com/pxlogin> and entering the *Control Number* located on the address box of the shareholder's instrument of proxy. A person appointed as proxy holder need not be a shareholder of the Corporation.

Only shareholders of record as at the close of business on October 23, 2023 are entitled to receive notice of the Meeting.

SHAREHOLDERS ARE CAUTIONED THAT THE USE OF THE MAIL TO TRANSMIT PROXIES IS AT EACH SHAREHOLDER'S RISK.

DATED at Vancouver, British Columbia as of the 8th day of November 2023.

BY ORDER OF THE BOARD OF DIRECTORS

"James Newall"

James Newall
President & Chief Executive Officer