

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

To the Shareholders of York Harbour Metals Inc.:

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of the holders (the “**Company Shareholders**”) of common shares (“**Company Shares**”) of York Harbour Metals Inc. (the “**Company**”) will be held at 700 – 595 Burrard Street, Vancouver, British Columbia on **July 26, 2023 at 11:00 A.M.** (Vancouver Time) for the following purposes:

1. to receive the audited financial statements of the Company for the fiscal years ended January 31, 2023, and 2022, together with the report of the auditors thereon;
2. to determine the number of directors at six;
3. to elect the directors of the Company for the ensuing year;
4. to re-appoint the auditor of the Company for the ensuing fiscal year and to authorize the directors of the Company to fix the auditor's remuneration;
5. to consider, and if deemed advisable, to pass, with or without variation, an ordinary resolution, as set out in the accompanying management information circular (the “**Information Circular**”), to ratify, confirm and approve the Company's stock option plan;
6. to consider, and if thought fit, to pass, with or without variation, an ordinary resolution, as set out in the Information Circular, to ratify, confirm and approve the Company's restricted share unit plan;
8. to consider and, if deemed advisable, to approve, with or without variation, a special resolution of the Company Shareholders (the “**Arrangement Resolution**”) approving a statutory plan of arrangement (the “**Plan of Arrangement**”) pursuant to Section 288 of the *Business Corporations Act* (British Columbia) (the “**BCBCA**”) between the Company and Phoenix Gold Resources (Holdings) Ltd.. (“**Spinco**”), as more fully described in the Information Circular; and
12. to transact such further or other business as may properly come before the Meeting and any adjournment(s) or postponement(s) thereof.

AND TAKE NOTICE that registered Company Shareholders have a right of dissent in respect of the proposed Plan of Arrangement and to be paid the fair value of their Company Shares in accordance with the provisions of the Plan of Arrangement governing the Arrangement and sections 237 to 247 of the BCBCA. The dissent rights are described in the accompanying Information Circular (and specifically Schedule “E”). Failure to strictly comply with required procedure may result in the loss of any right of dissent.

Only Company Shareholders of record at the close of business on June 15, 2023 will be entitled to receive notice of and vote at the Meeting. Any adjournment of the Meeting will be held at a time and place to be specified at the Meeting. If you are unable to attend the Meeting in person, please complete, sign and date the enclosed form of proxy and return the same in the enclosed return envelope provided for that purpose within the time and to the location set out in the form of proxy accompanying this notice.

It is desirable that as many Company Shares as possible be represented at the Meeting. Whether or not you expect to attend the Meeting, please exercise your right to vote. Please complete the enclosed instrument of proxy and return it as soon as possible in the envelope provided for that purpose. To be valid, all instruments of proxy must be deposited at the office of the Registrar and Transfer Agent of the Company, Computershare Trust Company of Canada, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, not later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting or any adjournment(s) or postponement(s) thereof. Late instruments of proxy may be accepted or rejected by the Chairman of the Meeting in his discretion and the Chairman is under no obligation to accept or reject any particular late instruments of proxy.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this notice.

This notice is accompanied by the Information Circular and either a form of proxy for Registered Holders or a voting instruction form for beneficial Company Shareholders.