

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the **Annual General** meeting (the “**Meeting**”) of **DEEPROCK MINERALS INC.** (the “**Company**”) will be held at via teleconference on **Friday, June 17, 2022, at 10:00 a.m.** (Pacific Time).

The Meeting is to be held for the following purposes:

- to receive the audited financial statements of the Company for the financial years ended November 30, 2020 and November 30, 2021, together with the auditor’s reports thereon;
- to fix number of directors at four (4);
- to elect directors for the ensuing year;
- to appoint Saturna Group Chartered Professional Accountants LLP, as the Company’s auditor for the ensuing year, and to authorize the directors to fix the remuneration to be paid to the auditor;
- to consider and, if deemed advisable, to pass, with or without variation, a special resolution to approve the cancellation of the Company’s existing form of Articles and the adoption of a new form of Articles (the “**New Articles Resolution**”) as more particularly described in the accompanying Information Circular.
- to consider and, if deemed advisable, to pass, with or without variation, should the New Articles Resolution not be passed, a special resolution to approve the amendment of the existing Articles of the Company, in accordance with the *Business Corporations Act* (British Columbia) to include the Advance Notice Provisions (the “**Advance Notice Provisions Resolution**”) as more particularly described in the accompanying Information Circular;
- to consider and, if deemed advisable, to pass, an ordinary resolution to ratify, confirm and approve the Company’s 10% “rolling” Stock Option Plan as more particularly described in the information circular; and
- to transact such other business as may properly come before the Meeting or any adjournments thereof.

The accompanying information circular (the “**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. Shareholders are advised to review the Information Circular before voting.

Although no other matters are contemplated, the Meeting may also consider the transaction of such other business, and any permitted amendment to or variation of any matter identified in this Notice, as may properly come before the Meeting or any adjournment thereof. Accompanying this Notice is a (i) form of proxy or voting instruction form, and (ii) request for financial statements form.

The consolidated audited financial statements for the years ended November 30, 2020 and November 30, 2021, the reports of the auditor and the related management discussion and analysis will be made available at the Meeting and are available on www.sedar.com.

TELECONFERENCE REGISTRATION

Registered Shareholders and proxyholders who have completed the Company's teleconference registration process will be able to attend the Meeting via teleconference. Non-registered Shareholders who have appointed themselves as proxyholder through their intermediary will also be permitted to attend the Meeting via teleconference. Non-registered Shareholders who have not duly appointed themselves as proxyholder will not be permitted to attend the Meeting. This procedure is in place to ensure that the Company and its transfer agent can verify the identity of attending Shareholders. The Company and its transfer agent do not have a record of the Company's non-registered Shareholders and, as a result, will have no knowledge of their shareholdings or entitlement to vote unless they appoint themselves as proxyholder. Please refer to the "Appointment of Proxy" and "Advice to Non-Registered Shareholders" sections of the Circular for additional information.

TELECONFERENCE REGISTRATION PROCESS

Advance registration for the Meeting is required by emailing the following information to corporate@deeprocksminerals.com:

- (a) the name of the registered Shareholder in which common shares of the Company are held; and
- (b) an email address and/or telephone number at which a Company representative may contact such Shareholder in order to provide the teleconference number, Meeting ID and passcode, or request additional information, as necessary.

The teleconference number will be provided only to Shareholders and proxyholders who complete the teleconference registration process above.

In order to streamline the Meeting process, the Company encourages Shareholders to vote in advance of the Meeting using the form of proxy or voting instruction form provided with the Circular and submit votes no later than June 15, 2022, at 10:00 a.m. (Pacific Time), the cut-off time for the deposit of proxies prior to the Meeting, or such earlier time as may be directed in the form.

DATED at Vancouver, British Columbia, this 18th day of **May, 2022**.

BY ORDER OF THE BOARD OF DIRECTORS:

DEEPROCK MINERALS INC.

Signed: "*Andrew Lee*"

ANDREW LEE

Chief Executive Officer and Director