

DEEPROCK MINERALS INC.

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NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that, pursuant to an interim order of the Supreme Court of British Columbia rendered on October 21, 2024, as may be varied and amended (the “**Interim Order**”), an annual general and special meeting (the “**Meeting**”) of the shareholders (“**Deeprocks Shareholders**”) and warrant holders (“**Deeprocks Warrantholders**”) of Deeprocks Minerals Inc. (“**Deeprocks**”) will be held at 700 – 595 Burrard Street, Vancouver, British Columbia on November 21, 2024 at 10:00 a.m. (Pacific Time) for the following purposes:

1. to receive the consolidated financial statements of Deeprocks for the fiscal year ended November 30, 2023, November 30, 2022, and November 30, 2021 and the auditor’s report thereon;
2. to fix the number of directors at six (6);
3. to elect the following persons as directors of Deeprocks for the ensuing year: Andrew Lee, Roger Baer, and Thomas Christoff;
4. to appoint Saturna Group Chartered Professional Accountants LLP as the auditors of Deeprocks and authorize the directors of Deeprocks to fix its remuneration
(items 2, 3, and 4, collectively, the “**AGM Resolutions**”);
5. to consider and if thought advisable, to pass, with or without amendment, an ordinary resolution of disinterested shareholders to approve Deeprocks’s omnibus securities incentive plan (the “**Omnibus Plan**”), as more particularly, described in the Circular (the “**Plan Resolution**”);
6. to consider and, if thought advisable, to pass, with or without amendment, an ordinary resolution of disinterested shareholders and a special resolution of shareholders (the “**Arrangement Resolution**”) in the form annexed as Schedule “A” to the accompanying management information circular dated October 23, 2024 (the “**Circular**”), approving a plan of arrangement (the “**Plan of Arrangement**”) pursuant to Section 288 of the *Business Corporations Act* (British Columbia) (the “**BCBCA**”);
7. to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

Specific details of the matters proposed to be put before the Meeting are set forth in the accompanying Circular.

The record date for determining the Deeprocks Shareholders and Deeprocks Warrantholders entitled to receive notice of and vote at the Meeting is the close of business on October 1, 2024 (the “**Record Date**”). A Deeprocks Shareholder may attend the Meeting in person or may be represented at the Meeting by proxy. Registered Deeprocks Shareholders and Deeprocks Warrantholders who are unable to attend the Meeting in person are requested to date, complete and sign the enclosed form of proxy and deliver it to Odyssey Trust Company (the “**Transfer Agent**”) (i) by mail to 350 – 409 Granville Street, Vancouver, BC, V6C 1T2, Canada; (ii) by facsimile to 1-800-517-4553; or (iii) by email to clients@odysseytrust.com. In order to be valid and acted upon at the Meeting, the form of proxy must be received by the Transfer Agent no later than 3:00 p.m. (Pacific time) on November 19, 2024 or deposited with the Chairman of the Meeting before the commencement of the Meeting, or any adjournment thereof.

If you are a beneficial Deeprocks Shareholder and not a registered Deeprocks Shareholder and have received these materials through the Transfer Agent, please complete and deliver the voting instruction form provided with these materials in accordance with the instructions provided therein.

If you are a beneficial Deeprocks Shareholder and not a registered Deeprocks Shareholder and have received these materials through your broker or through another intermediary, please complete and deliver the voting instruction form provided to you by your broker or other intermediary in accordance with the instructions provided therein.

<p>The Board of Directors unanimously recommends that Deeprocks Shareholders vote FOR the AGM Resolutions, the Plan Resolution, and the Arrangement Resolution.</p>
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Deeprocks Shareholders are encouraged to review the accompanying Circular carefully before completing and delivering the form of proxy or voting instruction form, or before voting online or by telephone.

If you are a registered Deeprocks Shareholder, please complete, sign, date and return the letter of transmittal (the “**Letter of Transmittal**”), which will be provided to you in due course after approval of the Plan of Arrangement, in accordance with the instructions included therein, and in the Circular, together with the certificates representing your common shares of Deeprocks and any other required documents, to the Transfer Agent. The Letter of Transmittal will contain complete instructions on how to exchange your certificate(s) representing your common shares of Deeprocks under the Plan of Arrangement. You will not receive your Arrangement Consideration (as such term is defined in the Circular) under the Plan of Arrangement until after the Arrangement is complete and you have returned your properly completed documents. The Letter of Transmittal will also contain other procedural information relating to the Arrangement and should be reviewed carefully.

Pursuant to and in accordance with the Interim Order and the provisions of Sections 237 to 247 of the BCBCA (as may be modified or supplemented by the Interim Order, the Plan of Arrangement and any other order of the Court), each registered Deeprocks Shareholder has been granted the right to dissent in respect of the Arrangement Resolution and the dissent rights are described in the accompanying Circular. To exercise such right, registered Deeprocks Shareholders must (i) deliver a written notice of dissent to the Arrangement Resolution to Deeprocks, by mail to: Deeprocks Minerals Inc. c/o Bojm, Funt & Gibbons LLP at 505 – 1168 Hamilton Street, Vancouver, British Columbia, V6B 2S2, Attention: David W. Gibbons by 5:00 p.m. (Vancouver time) two Business Days (as defined in the accompanying Circular) immediately preceding the date of the Meeting (as it may be adjourned or postponed from time to time), (ii) not have voted in favour of the Arrangement Resolution, and (iii) have otherwise complied with the provisions of Sections 237 to 247 of the BCBCA, as modified and supplemented by the Interim Order, the Plan of Arrangement, the Final Order (as defined in the accompanying Circular) and any other order of the Court. The right to dissent is described in the accompanying Circular and the texts of the Plan of Arrangement, Interim Order and Sections 237 to 247 of the BCBCA are set forth in Schedule “D”, Schedule “N” and Schedule “O”, respectively, to the accompanying Circular.

Persons who are beneficial owners of Deeprocks Shares registered in the name of a broker, custodian, nominee or other intermediary who wish to dissent should be aware that only registered holders of Deeprocks Shares are entitled to dissent. Accordingly, a beneficial owner of Deeprocks Shares desiring to exercise this right must make arrangements for the Deeprocks Shares beneficially owned by such person to be registered in his, her or its name prior to the time the written notice of dissent to the Arrangement Resolution is required to be received by Deeprocks or, alternatively, make arrangements for the registered holder of Deeprocks Shares to dissent on his, her or its behalf.

Failure to strictly comply with the requirements set forth in Sections 237 to 247 of the BCBCA, as may be modified and supplemented by the Interim Order, the Plan of Arrangement, the Final Order and any other order of the Court, will result in the loss of any right of dissent.

DATED at Vancouver, British Columbia
October 23, 2024

BY ORDER OF THE BOARD OF DIRECTORS OF DEEPROCK MINERALS INC.

(signed) “Andrew Lee”

Andrew Lee
Director