

**VOLTA METALS LTD.**

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

Notice is hereby given that an annual and special meeting (the “**Meeting**”) of the shareholders (“**Shareholders**”) of Volta Metals Ltd. (the “**Corporation**”) will be held at the offices of Peterson McVicar LLP at 110 Yonge Street, Suite 1601, Toronto, ON M5C 1T4 on June 19, 2024 at 1:00 p.m. (Toronto time), for the following purposes, all as more particularly described in the enclosed management information circular (the “**Circular**”):

1. To receive and consider the audited consolidated financial statements for the year ended December 31, 2023 and the period from April 19, 2022 (incorporation) to December 31, 2022 together with the report of the auditors thereon;
2. to fix the number of directors of the Corporation at six (6) to be elected at the Meeting;
3. to elect the directors of the Corporation for the ensuing year;
4. to appoint Davidson & Company LLP, Chartered Accountants, as the auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration;
5. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution to approve the Corporation’s long term equity incentive plan, as more particularly described in the Circular; and
6. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is May 3, 2024 (the “**Record Date**”). Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof.

**A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournments or postponements thereof in person are requested to complete, date, sign and return the accompanying form of proxy for use at the Meeting or any adjournments or postponements thereof. Shareholders are cautioned that due to capacity limitations, attendance at the Meeting may be restricted. Shareholders are encouraged to vote by proxy in advance of the Meeting, regardless of whether they plan to attend the Meeting in person.** To be effective, the enclosed form of proxy must be delivered to the Corporation’s registrar and transfer agent, Odyssey Trust Company, by mail to Trader’s Bank Building, 702 – 67 Yonge Street, Toronto ON, M5E 1J8, by fax to 1-800-517-4553, by email to [proxy@odysseytrust.com](mailto:proxy@odysseytrust.com), or by internet at <https://login.odysseytrust.com/pxlogin> and entering the control number shown on your proxy, at least 48 hours, excluding Saturdays, Sundays and holidays, before the time of the Meeting or any adjournment thereof. Proxies received after that time may be accepted by the Chairman of the Meeting in the Chairman’s discretion, but the Chairman is under no obligation to accept late proxies.

If you are a beneficial or non-registered holder of common shares in the capital stock of the Corporation and have received these materials through your broker, custodian, nominee or other intermediary, please complete and return the form of proxy or voting instruction form provided to you by your broker, custodian, nominee or other intermediary in accordance with the instructions provided therein. A beneficial or non-registered Shareholder will not be recognized directly at the Meeting for the purposes of voting common shares registered in the name of his/her/its broker; however, a beneficial Shareholder may attend the Meeting as proxyholder for the beneficial Shareholder and vote the common shares in that capacity.

**PLEASE REVIEW THE CIRCULAR BEFORE VOTING.**

DATED this 3<sup>rd</sup> day of May, 2024.

**BY ORDER OF THE BOARD OF DIRECTORS**  
(Signed) “*Kerem Usenmez*”  
Kerem Usenmez  
President, CEO and Director