

## KINGSVIEW MINERALS LTD.

### NOTICE OF ANNUAL & SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that an annual and special meeting (the “**Meeting**”) of holders (“**Shareholders**”) of common shares (the “**Common Shares**”) of Kingsview Minerals Ltd. (the “**Corporation**”) will be held virtually via the platform of AGM Connect ([www.agmconnect.com/kvm2024](http://www.agmconnect.com/kvm2024)), on Monday June 10, 2024 at 11:00 a.m. (Eastern time zone) for the following purposes:

- (1) to receive the audited consolidated financial statements of the Corporation as at and for the year-ended December 31, 2023, together with management discussion and analysis and the report of the Auditors thereon;
- (2) to elect four (4) directors of the Corporation for the ensuing year;
- (3) to re-appoint Clearhouse LLP, as the Auditors of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix the remuneration to be paid to the Auditors;
- (4) to consider, and if thought appropriate, to pass, with or without variation, a special resolution of Shareholders to approve the sale of the Company’s all or substantially all assets to BTU Metals Corp. as more particularly described in the Circular;
- (5) to transact such other business as may properly come before the Meeting or any adjournment thereof.

Additional information relating to the business to be submitted to the Meeting is contained in the management information circular (the “**Circular**”) and forms part of this Notice. Shareholders are directed to read the Circular carefully and in full to evaluate the matters for consideration at the Meeting.

The board of directors of the Corporation (the “**Board**” or “**Board of Directors**”) has fixed the close of business on April 26, 2024 as the Record Date for the purpose of determining Shareholders entitled to receive notice of, and vote at, the Meeting. Only Shareholders of record at the close of business on April 26, 2024 are entitled to vote at the Meeting. The failure of any Shareholder to receive notice of the Meeting does not deprive such Shareholder of the right to vote at the Meeting.

Registered Shareholders, being those Shareholders whose names appear on the Corporation’s central security register as a registered holder of Common Shares, who are unable to attend the Meeting should complete, sign, date and return the enclosed form of Proxy to AGM Connect in accordance with the instructions set out in the form of Proxy accompanying the Circular no later than 11:00 a.m. (Eastern time zone) on June 6, 2024.

Non-Registered Shareholders, being Shareholders who beneficially own and hold Common Shares through a broker or other Intermediary and who do not hold Common Shares in their own names, who have received these materials through their broker, or another Intermediary should refer to the accompanying Circular for further instructions.

## **Notice-and-Access**

The Company is utilizing the notice-and-access mechanism (the “**Notice and Access Provisions**”) under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 – *Continuous Disclosure Obligations*, for distribution of Meeting materials to registered and beneficial Shareholders.

### **WEBSITES WHERE PROXY-RELATED MATERIALS ARE POSTED**

The Notice-and-Access Provisions allow reporting issuers to post electronic versions of proxy-related materials (such as proxy circulars and annual financial statements) on-line, via the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) and one other website, rather than mailing paper copies of such materials to Shareholders. Electronic copies of the Information Circular, financial statements for the financial year ended December 31, 2023 (“**Financial Statements**”) and management’s discussion and analysis of the Company’s results of operations and financial condition for 2023 (“**MD&As**”) may be found on the Company’s SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca) and also at [www.agmconnect.com/kvm2024](http://www.agmconnect.com/kvm2024).

### **HOW TO OBTAIN PAPER COPIES OF PROXY RELATED MATERIALS**

Shareholders may obtain paper copies of: (1) this notice; (2) the Circular; or (3) the Corporation’s financial statements and related management’s discussion & analysis, free of charge by contacting: AGM Connect toll free at 1-855-839-3715 or emailing [support@agmconnect.com](mailto:support@agmconnect.com). Shareholders will need their Voter ID and Meeting Code found on the included form of proxy for verification. A request for paper copies which are required in advance of the Meeting should be sent so that they are received by the Company or AGM Connect, as applicable, no later than 5:00PM (EST) on May 27, 2024, in order to allow sufficient time for Shareholders to receive the paper copies and to return their proxies to AGM Connect or voting instruction forms to intermediaries, as applicable, before the Proxy Deadline.

Shareholders will not be able to attend the Meeting in person. Instead, Registered Shareholders (as defined in the accompanying Information Circular under the heading “Appointment of Proxy”) and duly appointed proxyholders can virtually attend, participate or submit questions at the virtual Meeting via the platform of AGM Connect. Please use a valid e-mail address and the Voter ID and Meeting Code found on the included form of Proxy to access the platform via the link below:

[www.agmconnect.com/kvm2024](http://www.agmconnect.com/kvm2024)

Dated at Vancouver, British Columbia this 7th day of May, 2024.

**BY ORDER OF THE BOARD OF DIRECTORS**

(Signed) “*James Macintosh*”

**JAMES MACINTOSH**

President & Chief Executive Officer