



3000 - 1055 Dunsmuir Street
Vancouver, BC V7X 1K8
Tel: (905) 505-0918

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of the holders (“**Shareholders**”) of common shares (“**Shares**”) of Heritage Mining Ltd. (the “**Company**”) will be held at 80 John St, 10th Floor Boardroom, Toronto, ON, M5V 3X4 on Tuesday, November 19, 2024 at 12:00 p.m. (Eastern time), for the following purposes (which are further described in the Company’s information circular (the “**Circular**”) available under the Company’s SEDAR+ profile at www.sedarplus.ca and also available on <https://docs.tsxtrust.com/2334>):

1. To receive and consider the report of the directors to the Shareholders and the audited financial statements of the Company for the year ended December 31, 2023 together with the auditor’s report thereon. See the section titled “*Particulars of Matters to be acted Upon – Financial Statements, Audit Report and Management’s Discussion & Analysis*” in the Circular.
2. To set the number of directors of the Company at four (4) for the ensuing year. See the section titled “*Particulars of Matters to be Acted Upon – Set Number of Directors*” in the Circular.
3. To elect the directors of the Company for the ensuing year. See the section titled “*Particulars of Matters to be Acted Upon – Election of Directors*” in the Circular.
4. To appoint Crowe MacKay LLP as the auditor of the Company for the ensuing year. See the section titled “*Particulars of Matters to be Acted Upon – Appointment and Remuneration of Auditor*” in the Circular.
5. To authorize the directors of the Company to fix the auditor’s remuneration for the ensuing year. See the section titled “*Particulars of Matters to be Acted Upon – Appointment and Remuneration of Auditor*” in the Circular.
6. To transact such other business as may properly come before the Meeting.

In order to allow for greater Shareholder participation at the meeting, Shareholders may attend and participate in the Meeting by way of a teleconference. Please note that Shareholders will not be able to vote their Shares while attending the Meeting by teleconference; however, Shareholders will be able to ask questions while attending the Meeting by teleconference. For those wishing to attend the Meeting in this manner, please use the details with respect to the teleconference as set out below:

Dial in Number:	604-678-8031
North America Toll-free:	1-866-875-9697
Conference ID:	1111074

The Board of Directors of the Company has, by resolution, fixed the close of business on September 27, 2024 as the record date of the Annual General Meeting, being the date for determination of the registered holders of Shares entitled to receive notice of, and to vote at, the meeting and any adjournment thereof.

DATED at Vancouver, British Columbia this 4th day of October, 2024.

ON BEHALF OF THE BOARD OF DIRECTORS

(signed) “Patrick Mohan”

Patrick Mohan
Chairman

It is desirable that as many Shares as possible be represented at the Meeting. If you do not expect to attend and would like your Shares represented, please complete the enclosed Proxy (or Request for Voting Instructions, a “VIF”) and return it as soon as possible. To be valid, all Proxies must be returned to the offices of the Registrar and Transfer Agent of the Company. Proxies delivered by regular mail should be addressed to the following:

**TSX Trust Company (Attention: Proxy Department)
301 - 100 Adelaide Street West
Toronto, Ontario M5H 4H1
Canada**

Proxies delivered by facsimile must be sent to TSX Trust Company, Attention: Proxy Department, at (416) 595-9593. Shareholders can also vote their Shares online at www.voteproxyonline.com.

Non-registered Shareholders must return their completed VIFs in accordance with the instructions given by their financial institution or other intermediary that sent it to them. Proxies and VIFs must be received no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the Meeting or any adjournment thereof. Late Proxies and VIFs may be accepted or rejected by the Chairman of the Meeting in his discretion and the Chairman of the Meeting is under no obligation to accept any particular late Proxy or VIF.

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the issuer or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

As permitted by the ‘Notice and Access’ provisions of the Canadian securities administrators, the Circular is available under the Company’s SEDAR+ profile at www.sedarplus.ca and also available on <https://docs.tsxtrust.com/2334> and has not been mailed to Shareholders. Shareholders may request, without any charge to them, a paper copy of the Circular (and the audited financial statements and related management’s discussion and analysis for the Company’s last financial year and any documents referred to in the Circular) and further information on Notice and Access by contacting the Company as follows:

e-mail: tsxtis@tmx.com **telephone:** 1.866.600.5869

Requests for paper copies of the Circular (and any other related documents) must be received by no later than 12:00 p.m. (Eastern time) on Friday, November 8, 2024 in order for Shareholders to receive paper copies of such documents and return their completed Proxies or VIFs by the deadline for submission of 12:00 p.m. (Eastern time) on Friday, November 15, 2024.