

GOAT INDUSTRIES LTD.

550 Burrard Street, #2300
Vancouver, BC V6C 2B5

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS GIVEN THAT an annual general and special meeting (the “**Meeting**”) of the holders of common shares (the “**Shareholders**”) of Goat Industries Ltd. (“**Goat**” or the “**Company**”) will be held virtually via teleconference at 1-605-313-5470, access code 6871957, on **Thursday, October 10, 2024**, at 10:00 a.m. (Pacific time), for the following purposes:

1. to receive the audited financial statements of the Company for the financial years ended December 31, 2023 and 2022, together with the auditor’s report thereon;
2. to set the number of directors at four (4);
3. to elect the directors of the Company to hold office until the next annual meeting of Shareholders;
4. to appoint Company’s auditors for the ensuing year and to authorize the board of directors to fix the remuneration to be paid to the auditor;
5. to consider and, if thought advisable, approve with or without variation, an ordinary resolution approving an omnibus equity incentive plan of the Company, in the form attached as Schedule “A”;
6. to consider and, if thought fit, pass an ordinary resolution ratifying, confirming and approving the Company’s Investment Policy; and
7. to transact such other business as may be properly brought before the Meeting or any adjournment thereof.

The accompanying Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this notice (the “**Notice of Meeting**”).

The Company’s board of directors (the “**Board**”) has fixed **September 5, 2024** as the record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered Shareholder at the close of business on that date is entitled to receive such notice and to vote at the Meeting in the circumstances set out in the accompanying Circular.

If you are a registered Shareholder of the Company, please complete, date and sign the accompanying form of proxy and deposit it with the Company’s transfer agent, Endeavor Trust Corporation at their offices located at 702 – 777 Hornby Street, Vancouver, British Columbia, V6Z 1S4, by mail, or by fax at 604-559-8908, or by email at proxy@endeavortrust.com, no later than 1 p.m. (Pacific time) on **Tuesday, October 8, 2024** or at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of any adjournment or postponement of the Meeting.

If you are a non-registered Shareholder and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the Income Tax Act (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (the “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

Dated at Vancouver, British Columbia, this 5th day of September, 2024.

BY ORDER OF THE BOARD OF DIRECTORS

“Michael Leahy”
Michael Leahy,
Chief Executive Officer