

**CAPROCK MINING CORP.**

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS  
TO BE HELD ON FEBRUARY 23, 2023**

**NOTICE IS HEREBY GIVEN THAT AN ANNUAL GENERAL AND SPECIAL MEETING** (the "**Meeting**") of holders ("**Shareholders**") of common shares ("**Common Shares**") of Caprock Mining Corp. (the "**Company**") will be held at the offices of Fogler, Rubinoff LLP, Suite 3000, 77 King Street West, Toronto, Ontario M5K 1G8, at 10:00 a.m. (Toronto Time), on Thursday, February 23, 2023, for the following purposes:

1. to receive and consider the audited financial statements of the Company for the financial year ended August 31, 2022 and the report of the auditor thereon;
2. to fix the number of directors of the Company to be elected at the Meeting at six;
3. to elect directors to hold office until the next annual general meeting of the Company;
4. to appoint the auditor of the Company for the ensuing year and to authorize the board of directors of the Company to fix the auditor's remuneration;
5. to consider and, if deemed advisable, to ratify and approve by ordinary resolution the adoption of Amended and Restated By-Law No.1, which sets out the general rules that govern the business and affairs of the Company, as described in the accompanying Management Information Circular; and
6. to transact such other business as may be properly brought before the Meeting or any adjournment thereof.

The board of directors of the Company has fixed the record date for the Meeting at the close of business on Thursday January 19, 2023, (the "**Record Date**"). Only Shareholders of record as at the Record Date are entitled to receive notice of the Meeting.

**Note of Caution Concerning the COVID-19 Outbreak**

Due to the ongoing COVID-19 pandemic and taking into account the health and safety of our employees, Shareholders, service providers and other stakeholders, **the Company strongly encourages Shareholders NOT to attend the Meeting in person. The Company strongly encourages Shareholders to vote by proxy on the internet, rather than attending the Meeting in person.** To this end, only registered Shareholders and proxyholders will be permitted to attend the Meeting in person. Further restrictions with regard to the Meeting may be implemented by the Company as required in accordance with applicable laws and to comply with public health restrictions. At the Meeting, the Company may adopt screening or other measures for identifying COVID-19 symptoms or risk factors as may be recommended or required by applicable health authorities. The Company reserves the right to refuse admission to a Shareholder or proxyholder seeking to attend the Meeting if the Company believes the Shareholder or proxyholder poses a health risk to attendees at the Meeting or would otherwise breach public health restrictions.

In order to permit Shareholders and proxyholders to listen to the Meeting in real time, without having to attend in person, a conference call of the Meeting will be available as follows:

Conference call participation:

- North America Toll-Free: 1-855-473-1059
- Local (Greater Toronto Area): (647)-848-1840
- Participant Conference Access code: 0091269#

**Shareholders will not be able to vote through the conference call.**

**As the COVID-19 outbreak continues to be a rapidly evolving situation, and in light of changing public health restrictions and recommendations related to COVID-19, there may be changes to the date, time and location of the Meeting, or the Company may adjourn or postpone the Meeting. The Company will continue to monitor and review provincial and federal governmental guidance in order to assess and implement measures to reduce the risk of spreading the virus at the Meeting. Any such changes will be communicated by news release which will be made available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com).**

**WE STRONGLY ENCOURAGE ALL SHAREHOLDERS TO VOTE ELECTRONICALLY BY PROXY RATHER THAN ATTENDING THE MEETING IN PERSON.**

DATED this 19th day of January 2023.

**BY ORDER OF THE BOARD OF DIRECTORS**

*(signed)*

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Vishal Gupta

Chief Executive Officer and Director