

**CAPROCK MINING CORP.**

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**  
**TO BE HELD ON NOVEMBER 7, 2024**

**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. ("**Caprock**" or 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, November 7, 2024, for the following purposes:

1. to receive and consider the audited financial statements of the Company for the financial year ended August 31, 2023 and the report of the auditor thereon;
2. to fix the number of directors of the Company to be elected at the Meeting at four;
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 re-approval of the Company's rolling stock option plan, the full text of which resolution is set out in the accompanying Management Information Circular of the Company;
6. to consider and, if deemed advisable, to ratify and approve by ordinary resolution the re-approval of the Company's restricted share unit plan, the full text of which resolution is set out in the accompanying Management Information Circular of the Company;
7. to consider and, if deemed advisable, to pass an ordinary resolution to approve the execution of a property option agreement in respect of acquisition of a 100% interest in the Destiny gold property located in Despinassay township, 75 km northeast of Val D'Or, Quebec, the full text of which is set out in the accompanying Management Information Circular of the Company;
8. 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, October 3, 2024, (the "**Record Date**"). Only Shareholders of record as at the Record Date are entitled to receive notice of the Meeting.

**A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment or postponement thereof in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment or postponement thereof. To be effective, the enclosed form of proxy must be deposited with the Company's registrar and transfer agent, Marrelli Trust Company Limited, in accordance with the instructions on the enclosed form of proxy no later than 10:00 a.m. (EST) on November 5, 2024 or at least 48 hours (excluding Saturdays, Sundays and statutory holidays) before any adjournment or postponement of the Meeting.**

**If you are a non-registered Shareholder (for example, if you hold Shares of the Company in an account with an intermediary), you should follow the voting procedures described in the form of proxy or voting instruction form provided by your intermediary or call your intermediary for information as to how you**

**can vote your Shares. Note that the deadlines set by your intermediary for submitting your form of proxy or voting instruction form may be earlier than the dates described above.**

**Late instruments of proxy may be accepted or rejected by the Chair of the Meeting in his or her discretion and the Chair is under no obligation to accept or reject any particular late instrument of proxy.**

DATED as of October 3, 2024.

**BY ORDER OF THE BOARD OF DIRECTORS**

*(signed)*

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Vishal Gupta

Chief Executive Officer and Director