



NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

Notice is hereby given that an annual general meeting (the “**Meeting**”) of the shareholders (“**Shareholders**”) of Lophos Holdings Inc. (the “**Corporation**”) will be held at the offices of Fasken located at 550 Burrard St. #2900, Vancouver, British Columbia V6C 0A3 on Thursday, March 28, 2024 at 9:00 a.m. (Pacific time), for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for the financial year ended March 31, 2023, together with the report of the auditors thereon;
2. to set the number of directors at four (4);
3. to elect four (4) directors of the Corporation for the ensuing year;
4. to appoint Clearhouse LLP, Chartered Professional Accountants, as the auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration;
5. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution substantially in the form of the resolution set out in the Circular approving the Corporation’s 10% rolling incentive stock option plan; and
6. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

An “ordinary resolution” is a resolution passed by at least a majority of the Shareholders voting in person and by proxy.

The Corporation has determined to deliver this notice of meeting and the management information and form of proxy (collectively, the “**Meeting Materials**”) to Shareholders by posting the Meeting Materials online at <https://lophos.com/investors/> in accordance with the notice and access notification mailed to Shareholders of the Corporation. The use of the notice and access procedures under applicable securities laws will significantly reduce the Corporation’s printing and mailing costs.

The Meeting Materials will be available online at <https://lophos.com/investors/> as of February 21, 2024, and will remain on the website for one full year thereafter. The Meeting Materials will also be available under the Corporation’s profile on SEDAR+ at www.sedarplus.ca. All Shareholders of the Corporation will receive a notice and access notification containing information on how to obtain electronic and paper copies of the Meeting Materials in advance of the Meeting. Shareholders wishing to receive paper copies of the Meeting Materials at no cost to them can request same from the Corporation by calling 1-833-206-5222 or by emailing the Corporation at info@lophos.com. The Corporation must receive your request prior to 5:00 p.m. (Pacific time) on March 7, 2024, to ensure you will receive paper copies in advance of the deadline to submit your vote.

In order to mitigate potential risks to the health and safety of the Corporation’s employees, Shareholders are encouraged to vote on the matters before the Meeting by proxy rather attend the Meeting in person. If Shareholders do wish to attend the meeting, please be advised that there will be strict limitations on the number of persons permitted entry to the Meeting and anyone who is not a registered shareholder or proxyholder will not be permitted entry.

The Corporation urges all Shareholders to vote by proxy in advance of the Meeting in accordance with the instructions set out below.

The record date (the “**Record Date**”) for determining Shareholders entitled to receive notice of and to vote at the Meeting is February 12, 2024. Only Shareholders whose names have been entered in the register of common shares on the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting, provided however that, to the extent a Shareholder transfers the ownership of any of such Shareholder’s Common Shares after the Record Date and the transferee of those Common Shares establishes that the transferee owns the Common Shares and demands, not later than 10 days before the Meeting, to be included in the list of Shareholders eligible to vote at the Meeting, such transferee will be entitled to vote those Common Shares at the Meeting. Each Common Share entitled to be voted at the Meeting will entitle the holder to one vote on any matter at the Meeting.

A registered Shareholder may attend the Meeting in person or may be represented by proxy. Registered shareholders (the “**Registered 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 proxy must be received by the Corporation’s registrar and transfer agent, Marrelli Trust Company Limited (“**Marrelli**”) before the proxy cut-off date of 9:00 a.m. Pacific time on Tuesday, March 26, 2024 or, in the case of any adjournment or postponement of the Meeting, not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time the adjourned or postponed Meeting reconvenes. Registered Shareholders may also transmit voting instructions by:

- (i) Completing, dating and signing the enclosed proxy (the “**Proxy**”) and returning it to the Corporation’s transfer agent, Marrelli Trust Company Limited, by fax in North America at 416-360-7812; or
- (ii) By emailing info@marrellitrust.ca; or
- (iii) By mail or hand delivery at Marrelli Trust Company Limited, c/o Marrelli Transfer Services Corp., 82 Richmond Street East Toronto, ON M5C 1P1 Canada; or
- (iii) Using the internet through the website of Marrelli at www.voteproxy.ca. Registered Shareholders who choose this option must follow the instructions that appear on the screen and refer to the enclosed Proxy for the Registered Shareholder’s account number and the proxy control number.

The proxyholder has discretion and authority under the accompanying form of proxy to consider amendments or variations of the matters of business identified in this notice of meeting, as well as any other matters properly brought before the Meeting, or any adjournment or postponement thereof. Shareholders are encouraged to review the Circular carefully before submitting the form of proxy.

Beneficial (non-registered) Shareholders who do not hold Common Shares in their own name but rather through a broker, financial institution, trustee, nominee or other intermediary must complete and return the voting instruction form (the “**Voting Instruction Form**”) provided to them or follow the telephone or internet-based voting procedures described therein in advance of the deadline set forth in the Voting Instruction Form in order to have such common shares voted at the Meeting on their behalf. See “Voting Information” in the Information Circular.

DATED this 21st day of February, 2024

**BY ORDER OF THE BOARD OF DIRECTORS OF
LOPHOS HOLDINGS INC.**

(signed) “Jacqueline Claire Lupo”
Jacqueline Claire Lupo
Director & Chief Executive Officer