

DARK STAR MINERALS INC.
1056 Handsworth Road
North Vancouver, British Columbia, V7R 2A6
Telephone: 604.816.2555

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of shareholders of Dark Star Minerals Inc. (the “**Company**”) will be held at the office of Cozen O’Connor LLP, Bentall 5, 550 Burrard Street, Suite 2501, Vancouver, BC V6C 2B5, on Thursday, January 9, 2025, at the hour of 10:00 a.m. (Vancouver time) for the following purposes:

- (1) to receive the audited financial statements of the Company for the fiscal year ended December 31, 2023, and the accompanying report of the auditors;
- (2) to set the number of directors of the Company at three (3);
- (3) to elect Marc Branson, David Shisel and Douglas Unwin as directors of the Company;
- (4) to appoint Stern & Lovrics LLP as the auditors of the Company for the fiscal year ending December 31, 2024 and to authorize the directors of the Company to fix the remuneration to be paid to the auditors for the fiscal year ending December 31, 2024;
- (5) to consider and, if thought fit, to pass an ordinary resolution (not including votes attaching to securities beneficially owned by related persons (as such term is defined in National Instrument 45-106 – *Prospectus Exemptions*) to whom securities may be issued as compensation or under the Company’s Omnibus Equity Incentive Plan), to ratify, confirm and approve the adoption of the Company’s Omnibus Equity Incentive Plan, as described in the accompanying information circular (the “**Information Circular**”) and granting of equity awards thereunder in an amount up to 20% of the Company’s total number of issued and outstanding common shares from time to time; and
- (6) to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

The accompanying Information 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 of Meeting.

The board of directors of the Company has fixed November 13, 2024 as the record date for the determination of shareholders entitled to 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 such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

Postal Strike

The Company is relying on CSA Coordinated Blanket Order 51-931 (the “**Order**”) for exemption from the requirements to send proxy-related materials (the “**Meeting Materials**”) for the Meeting due to the current delays and suspension of mail service in Canada due to the nationwide strike of the Canadian Union of Postal Workers that commenced on November 15, 2024 (the “**Postal Strike**”).

The Company confirms that it has satisfied all of the conditions to rely on the Order.

The Meeting Materials are accessible on the Company's profile on SEDAR+ at www.sedarplus.ca and on the Company's website at www.darkstarminerals.com. Shareholders of the Company are encouraged to access the Meeting Materials directly through the above-mentioned websites, or they may contact Marc Branson, the Company's President and Chief Executive Officer, at +1 (604) 816-2555, or by email at investors@darkstarminerals.com to request electronic copies of the Meeting Materials. In the event that the Postal Strike ends prior to the Meeting, the Company will mail the Meeting Materials in the normal course, but there can be no assurance that the Meeting Materials will be received by shareholders prior to the Meeting.

The Company encourages shareholders to vote at the Meeting. Proxies must be received by no later than 10:00 a.m. (Vancouver time) on January 7, 2025.

How Registered Shareholders Can Vote

Registered shareholders are shareholders who hold their investment or shares in the Company directly, and not through a brokerage account or depository company. The Company is advised that registered shareholders may submit their votes by proxy by completing the form of proxy available on the Company's SEDAR+ profile or on the Company's website and sending the completed proxy to Capital Transfer Agency by email at info@capitaltransferagency.com. Registered shareholders who require assistance submitting their votes by proxy may contact Capital Transfer Agency toll-free between the hours of 8:30 a.m. (EST) and 8:00 p.m. (EST) at +1 (416) 350-5007 or email at info@capitaltransferagency.com.

How Beneficial Shareholders Can Vote

Beneficial shareholders are shareholders who hold their investment through a brokerage house, depository company or other intermediary. Beneficial shareholders should contact their brokerage house or depository company or other intermediary and ask to obtain their voting control number and the steps of how to vote, which could include internet voting, completing a form of proxy and emailing it, directing your broker over the phone on how you wish to vote or some other method as described by your brokerage house or depository company.

Financial Statements and MD&A

Copies of the Company's annual financial statements and related management discussion and analysis for the year ended December 31, 2023, as well as interim financial statements and related management discussion and analysis for the quarterly periods ended March 31, 2024, June 30, 2024 and September 30, 2024 (collectively, the "**Financial Statements and MD&A**") have been filed and are available on the Company's SEDAR+ profile at www.sedarplus.ca.

The Company will provide physical copies of the Financial Statements and MD&A to securityholders upon request by phone at +1 (604) 816-2555, or by email at investors@darkstarminerals.com. Following the conclusion of the Postal Strike, shareholders requesting Financial Statements and MD&A will be delivered those documents in the ordinary course.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please vote by proxy by following the instructions provided in the form of proxy at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, or a trustee or administrator of a retirement savings plan, retirement income fund, education savings plan or other similar 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 (each, an “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, this 12th day of December, 2024.

By Order of the Board of Directors of

DARK STAR MINERALS INC.

“*Marc Branson*”
Marc Branson
Chief Executive Officer,
President and Director

PLEASE VOTE. YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE COMPLETE, SIGN AND DATE THE ENCLOSED FORM OF PROXY AND PROMPTLY RETURN IT IN THE ENVELOPE PROVIDED.