

**STEADRIGHT CRITICAL MINERALS INC.**

1 Crescent Road, Suite 216  
Huntsville, Ontario

**NOTICE OF ANNUAL GENERAL and SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** Notice is hereby given that an annual general & special meeting (the “Meeting”) of shareholders (the “Shareholders”) of **STEADRIGHT CRITICAL MINERALS INC.** (“**STEADRIGHT**” or the “**Corporation**”) will be held on Thursday, December 28, 2023. STEADRIGHT will hold the meeting in person at 1 Crescent Rd., Huntsville Ontario P1H 1Z6 at 10:30 AM (Eastern Standard Time) or at any adjournment thereof for the following purposes:

To receive and consider the report of the Directors and the financial statements of the Corporation, together with the auditor's reports thereon for the financial years ended March 31, 2022, and March 31, 2023.

1. to elect four (4) directors of the Corporation for the ensuing year to hold office until the next annual general meeting.
2. to appoint to reappoint A Chan and Company LLP / A Chan and Company, Professional Accountants, as the auditors of the Corporation and authorizing the directors to fix the terms of engagement and remuneration for such auditors at a remuneration.
3. to consider and, if thought appropriate to pass, with or without variation, an ordinary resolution to sell, transfer, issue or distribute to the Company’s Shareholders a dividend of some or all of the Critical Foundation Metals shares held by the Company, as the directors of the Company, in their sole discretion, deem necessary or advisable in connection the foregoing, all as more particularly described in the accompanying management information circular;
4. to consider and, if thought appropriate to pass, with or without variation, a special resolution to amend the Articles of the Corporation to consolidate the issued and outstanding common shares of the Corporation (the “**Consolidation**”) on the basis of 2 existing Common Shares for 1 new Common Share and, in connection with such Consolidation, to change the name of the Corporation to a name determined by the board of directors, all as more particularly described in the accompanying management information circular;
5. to consider and, if thought appropriate, to pass, with or without variation, an ordinary resolution approving to consider and, if thought fit, to approve an ordinary resolution to pass, with or without variation, approving and ratifying the Corporation’s currently implemented Stock Option Plan, subject to regulatory approval, if required, as more fully set forth in the information circular accompanying this notice; and
6. to transact such other business as may properly come before the Meeting, or any adjournments thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the accompanying management information circular of the Corporation dated November 15, 2023 (the “**Circular**”) which is deemed to form part of this Notice of Meeting and is further accompanied by a form of proxy, a supplemental mailing list and consent for electronic delivery return card.

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is November 27, 2023 (the “**Record Date**”). Shareholders whose names have been entered in the register of Shareholders at the close of business on

the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof.

This Notice is accompanied by a form of proxy (the “**Proxy**”) and the Circular. The Corporation has also sent the audited consolidated financial statements of the Corporation for the fiscal years ended March 31, 2022 and March 31, 2023 and related management's discussion and analysis to those shareholders who have previously requested these been sent to them in connection with the Meeting.

In order to ensure as many common shares of the Corporation as possible are represented at the Meeting, the Corporation strongly encourages registered shareholders to complete the enclosed Proxy and return it as soon as possible in accordance with the instructions set out in the accompanying Circular. Shareholders who do not hold their common shares in their own name are strongly encouraged to complete the voting instruction forms received from the Corporation or their broker as soon as possible and to follow the instructions set out in the accompanying Circular.

### **Websites Where Meeting Materials are Posted**

Electronic versions of proxy-related materials (such as proxy circulars and annual financial statements) can be accessed on-line, via the System for Electronic Document Analysis and Retrieval (“**SEDAR PLUS**”) and one other website, rather than mailing paper copies of such materials to Shareholders. Electronic copies of the Circular may be found on the Corporation’s SEDAR PLUS’ profile at [www.sedarplus.com](http://www.sedarplus.com), and on the Corporation’s website at [www.steadright.ca](http://www.steadright.ca).

### **Voting**

All Shareholders are invited to attend the meeting in person. A “**beneficial**” or “**non-registered**” Shareholder will not be recognized directly for the purposes of voting common shares registered in the name of his/her/its broker; however, a beneficial Shareholder may attend the meeting as proxyholder for the registered Shareholder and vote the common shares in that capacity. Only Shareholders as of the Record Date are entitled to receive notice of and vote during the meeting. Shareholders who are unable to attend the meeting, or any adjournments or postponements thereof, are requested to complete, date and sign the enclosed form of proxy (registered holders) or voting instruction form (beneficial holders) and return it in the envelope provided. To be effective, the enclosed form of proxy or voting instruction form must be mailed or submitted online so as to reach or be deposited with Odyssey Trust Company (in the case of registered holders) at Trader’s Bank Building 702, 67 Yonge Street, Toronto ON M5E 1J8; or (ii) by internet at: <https://login.odysseytrust.com/pxlogin> not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof (the “**Proxy Deadline**”), failing which such votes may not be counted, or with your intermediary (in the case of beneficial holders) with sufficient time for them to file a proxy by the Proxy Deadline. Further instructions for beneficial holders with respect to how to they can deposit their proxy are contained in the voting instruction form.

**SHAREHOLDERS ARE REMINDED TO REVIEW THE CIRCULAR BEFORE VOTING.**

**DATED** at Toronto, Ontario this 26<sup>th</sup> day of November, 2023.

**BY ORDER OF THE BOARD STEADRIGHT CRITICAL MINERALS INC.**

*“Mark Urbanski”*  
Director