



NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of the shareholders of SORRENTO RESOURCES LTD. (the “**Company**”) will be held virtually on Thursday, December 14, 2023 at 10:00 am (Pacific Time). At the Meeting, the shareholders will receive the financial statements for the year ended June 30, 2023, and period from incorporation on October 4, 2021 to June 30, 2022, together with the auditor’s report thereon, and consider resolutions to:

1. set the number of directors of the Company at four (4);
2. elect directors for the ensuing year;
3. appoint Smythe LLP as auditor of the Company for the ensuing year and authorize the directors to determine the remuneration to be paid;
4. consider and, if thought fit, to pass an ordinary resolution of shareholders of the Company approving the new Omnibus Share Incentive Plan of the Company; and
5. transact such other business as may properly be put before the Meeting.

The Company has determined to hold the Meeting virtually, as permitted by the *Business Corporations Act* (British Columbia). As a result, there will be no in person attendance at the Meeting, which will be held electronically. Shareholders are urged to vote on the matters before the Meeting by proxy and to listen to the Meeting online. Registered shareholders or proxyholders representing registered shareholders participating in the Meeting virtually will be considered to be present in person at the Meeting for the purposes of determining quorum. Non-registered shareholders who have not duly appointed themselves as a proxyholder will be able to attend the Meeting as a guest, but will not be able to vote at the Meeting.

The record date for determination of the Shareholders entitled to receive notice of and to vote at the Meeting is Monday, November 6, 2023. Only holders of record of common shares of the Company at the close of business on the Record Date will be entitled to vote in respect of the matters to be voted on at the Meeting or any adjournment or postponement thereof.

Shareholders are entitled to attend and vote at the Meeting in virtually in person or by proxy. The Board of Directors (the “**Board**”) requests that all shareholders who will not be attending the Meeting read, date and sign the accompanying proxy and deliver it to TSX Trust Company (the “**Transfer Agent**”). If a shareholder does not deliver a proxy to TSX Trust Company by 10:00 a.m. (Pacific Time) on Tuesday, December 12, 2023 (or before 48 hours, excluding Saturdays, Sundays and holidays before any adjournment of the meeting at which the proxy is to be used) then the shareholder will not be entitled to vote at the Meeting by proxy.

Shareholders will have two options to access the Meeting, being via teleconference or through the Zoom application, which requires internet connectivity. Registered shareholders wishing to vote in person and any shareholders wishing to view materials that may be presented by the Company's management will need to utilize the Zoom application but any shareholder may listen to the Meeting via teleconference. Registered shareholders participating via teleconference will not be able to vote in person at the Meeting as the Company's scrutineer must take steps to verify the identity of registered shareholders using the video features.

In order to dial into the Meeting, shareholders will phone 778 907 2071 and enter the Meeting ID and Password noted below. Additional dial-in numbers from local areas may be available from Zoom.

In order to access the Meeting through Zoom, shareholders will need to download the application onto their computer or smartphone and then once the application is loaded, enter the Meeting ID and Password below or open the following link

<https://us02web.zoom.us/j/86722139158?pwd=bEFFNk5nM04yTDhvZTFpbzEzSmhPQT09>

Meeting ID: 867 2213 9158

Password: 196932

Shareholders will have the option through the application to join the video and audio or simply view and listen.

An information circular and a form of proxy accompany this notice.

DATED at Vancouver, British Columbia, the 6th day of November, 2023.

SORRENTO RESOURCES LTD.

ON BEHALF OF THE BOARD

(signed) "*Brayden Sutton* "

Brayden Sutton
Chief Executive Officer