



Suite 2200, 885 West Georgia Street  
Vancouver, British Columbia, V6C 3E8

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

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**NOTICE IS HEREBY GIVEN** that the annual general and special meeting (the “**Meeting**”) of the holders of common shares (“**Shareholders**”) of Kiplin Metals Inc. (the “**Company**”) will be held at Suite 2200, 885 West Georgia Street, Vancouver, British Columbia, Canada on **January 3, 2024**, at 10:00 a.m. (Pacific Time) for the following purposes:

1. to receive the audited consolidated financial statements of the Company as at and for the year ended December 31, 2022, together with the report of the auditor thereon;
2. to re-appoint Mao & Ying LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and authorize the board of directors to fix the remuneration of the auditor;
3. to fix the number of the directors to hold office for the ensuing year at three (3);
4. to elect directors to hold office for the ensuing year;
5. to consider and, if thought advisable, to pass, with or without variation, an ordinary resolution approving the adoption of the Company’s new omnibus incentive plan, (the “**Compensation Plan**”) as more fully set out under the heading the “Approval of Compensation Plan” in the attached Information Circular;
6. to consider and, if thought advisable, to pass, with or without variation, a special resolution approving the adoption of a new set of articles of the Company, in accordance with the *Business Corporation Act* (British Columbia); and
7. to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The specific details of the foregoing matters to be put before the Meeting, as well as further information with respect to voting by proxy, are set forth in the Information Circular.

**A shareholder who is unable to attend the Meeting in person and who wishes to ensure that such shareholder’s shares will be voted at the Meeting is requested to complete, date and sign the enclosed form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.**

**We strongly encourage Shareholders to vote their common shares prior to the Meeting by proxy, prior to the proxy cut-off at 10:00 a.m. on Friday, December 29, 2023.**

As set out in the notes, the enclosed proxy is solicited by management but, you may amend it, if you so desire, by striking out then names listed therein and inserting in the space provided, the name of the person you wish to represent you at the Meeting.

**DATED** this 29<sup>th</sup> day of November, 2023

By order of the Board of Directors

**KIPLIN METALS INC.**

/s/ “Gilbert Schneider”

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Gilbert Schneider  
President, CEO and Director