

SHERPA II HOLDINGS CORP.

918 – 1030 West Georgia Street
Vancouver, British Columbia V6E 2Y3
Tel: (604) 288-8005 Fax: (604) 662-7950

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the “**Meeting**”) of the shareholders of **SHERPA II HOLDINGS CORP.** (the “**Company**”) will be held at 918 - 1030 West Georgia Street, Vancouver, British Columbia and by teleconference on **Thursday, November 30, 2023 at 10:00 a.m.** (PST) for the following purposes:

1. to receive the audited financial statements of the Company for the financial year ended June 30, 2023, together with the auditor’s report thereon;
2. to set the number of directors at three (3) and to elect the directors for the ensuing year;
3. to re-appoint *Dale Matheson Carr-Hilton LaBonte LLP* as the Company’s auditors for the ensuing financial year at a remuneration to be fixed by the directors;
4. to consider and, if thought fit, to pass, an ordinary resolution to approve the Company’s Amended & Restated 10% Rolling Stock Option Plan, as more particularly set out in the accompanying Circular; and
5. to transact such other business as may be properly brought before the Meeting or any adjournment(s) thereof.

The Company will be hosting the Meeting as a physical and virtual hybrid meeting.

Attending the Meeting by Telephone Conference

The Meeting will be held in person and via telephone conference.

To receive the dial-on information, please email Michelle Teshima at mteshima@sentinelcorp.ca forty-eight (48) hours prior to the Meeting Date.

In order to streamline the Meeting process, the Company encourages shareholders to vote in advance of the Meeting using the form of proxy or voting instruction form mailed to them with the Meeting materials. Registered shareholders and duly appointed proxyholders will be able to attend, participate and vote at the Meeting. Beneficial shareholders who have not duly appointed themselves as proxyholder will be able to attend the virtual Meeting as guests, but guests will not be able to vote or ask questions at the Meeting.

The specific details of the foregoing matters to be put before the Meeting are set forth in the information circular (the “**Circular**”) which accompanies, and is deemed to form a part of, this notice. The audited consolidated financial statements and related management discussion and analysis (“**MD&A**”) for the Company for the financial year ended June 30, 2023 are available upon request to the Company, or they can be found on SEDAR at www.sedar.com.

This notice is accompanied by the Circular, a form of proxy, voting instruction form (if applicable) and a supplemental mailing list return card.

Shareholders who are unable to attend the Meeting in person are requested to complete, date, and sign the enclosed form of proxy and to return it in the envelope provided for that purpose.

The board of directors of the Company (the “**Board**”) has by resolution fixed the close of business on October 26, 2023, as the record date, being the date for the determination of the registered holders of common shares of the Company entitled to notice of and to vote at the Meeting and any adjournment(s) thereof.

Proxies to be used at the Meeting must be deposited with the Company, c/o the Company's transfer agent, Computershare Investor Services Inc., Proxy Department, by fax within North America at 1-866-249-7775, outside North America at 416-263-9524, or by mail to the 8th Floor, 100 University Avenue, Toronto,

Ontario, M5J 2Y1, or by hand delivery at 3rd Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9, not later than **10:00am (Pacific time), Tuesday, November 28, 2023.**

Non-registered shareholders who receive these materials through their broker or other intermediary are requested to follow the instructions for voting provided by their broker or intermediary, which may include the completion and delivery of a voting instruction form.

DATED at Vancouver, British Columbia, this 26th day of October, 2023.

BY ORDER OF THE BOARD

“Thomas O’Neill”

Thomas O’Neill
Chief Executive Officer