

SHERPA II HOLDINGS CORP.

1303 – 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 1303 - 1030 West Georgia Street, Vancouver, British Columbia on **Tuesday, January 14, 2025 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, 2024, 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 pass, an ordinary resolution to re-approve the Company’s 10% Rolling Stock Option Plan; and
5. to transact such other business as may be properly brought before the Meeting or any adjournment(s) thereof.

The Meeting will be held in Person.

Upon request, the Company will make available a telephone conference line

To receive the dial-in information, please email Michelle Teshima at admin@sentinelcorp.ca no less than 48 hours prior to the Meeting Date.

The record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting is the close of business on December 10, 2024 (the “**Record Date**”). Only Shareholders whose names have been entered in the register of Shareholders as of the close of business on the Record Date will be entitled to receive notice of and vote at the Meeting. Each Share entitled to be voted at the Meeting will entitle the holder thereof to one vote.

The accompanying Management Information Circular (the “**Circular**”) provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice of Meeting. **This notice is accompanied by the Circular, a form of proxy and a supplemental mailing list return card.**

Registered shareholders of the Company are asked to complete, date and sign the accompanying form of proxy, or another suitable form of proxy, and deposit it with the Company’s transfer agent, Computershare Investor Services Inc., Proxy Dept., 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, by mail or fax (within North America) 1-866-249-7775 (outside North America) (416) 263-9524, no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or adjournment thereof.

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 on December 10, 2024.

BY ORDER OF THE BOARD

/s/ “Thomas O’Neill”

Thomas O’Neill
Chief Executive Officer