
NOTICE OF ANNUAL GENERAL & SPECIAL MEETING

Notice is hereby given that the Annual General & Special Meeting (the "Meeting") of the shareholders of **Bathurst Metals Corp.** (the "Company") will be held on Thursday, June 12, 2025 at Suite 700 – 1199 West Hastings Street, Vancouver, British Columbia, Canada, at the hour of 10:00 a.m. (local time in Vancouver, B.C.) for the following purposes:

1. To receive and consider the audited annual financial statements of the Company for its fiscal years ended September 30, 2023 and September 30, 2024;
2. To fix the number of directors at three (3);
3. To consider and, if thought appropriate, to pass an ordinary resolution electing three (3) directors of the Company;
4. To appoint Smythe LLP, Chartered Professional Accountants, as the auditor for the Company for the ensuing financial year and to authorize the directors to fix the remuneration to be paid to the auditors;
5. To approve, ratify and confirm by ordinary resolution the Company's Amended 10% Rolling Stock Option Plan (the "Plan") for the ensuing year, as more particularly described in the accompanying Information Circular;
6. To approve, ratify and confirm by ordinary resolution the Company's grant of 200,000 stock options to a consultant pursuant to the Company's Stock Option Plan, as more particularly described in the accompanying Information Circular;
7. To approve, ratify and confirm by a majority of disinterested shareholders, the repricing of 1,190,000 stock options previously granted to insiders of the Company, as more particularly described in the accompanying Information Circular; and
8. To approve, ratify and confirm by ordinary resolution the alteration of the Company's Articles to include Advance Notice Policy provisions, as more particularly described in the accompanying Information Circular;
9. To transact such other business as may be properly brought before the Meeting or any adjournment thereof.

The nature of the business to be transacted as the Meeting is described in further detail in the Information Circular accompanying this Notice. Only shareholders of record as of the close of business on May 8, 2025 are entitled to notice of and to attend the Meeting or any adjournment or adjournments thereof and to vote thereat.

To assure your representation at the Meeting as a registered Shareholder (a "**Registered Shareholder**"), please complete, sign, date and return the enclosed proxy, whether or not you plan to personally attend the Meeting. Sending your proxy will not prevent you from voting in person at the Meeting. All proxies completed by Registered Shareholders must be received by the Company's transfer agent, Endeavor Trust Corporation ("**Endeavor**"), not later than **Tuesday, June 10, 2025 at 10:00 a.m. (Vancouver Time)**. A Registered Shareholder must return the completed proxy to Endeavor as follows:

- (a) by the **Internet, facsimile** or **email** as described on the enclosed proxy; or
- (b) by **registered mail**, by **hand** or by **courier** to Endeavor Trust Corporation, 702-777 Hornby Street, Vancouver, British Columbia, V6Z 1S4.

Non-registered Shareholders ("**Non-Registered Shareholders**") whose shares are registered in the name of an intermediary should carefully follow voting instructions provided by the intermediary. A more detailed description on returning proxies by Non-Registered Shareholders can be found beginning on page [2] of the attached Circular.

If you are a Non-Registered Shareholder, it is vital that the voting instruction form provided to you by your broker, intermediary or its agent is returned according to their instructions, sufficiently in advance of the deadline specified by the broker, intermediary or agent, to ensure that they are able to provide voting instructions on your behalf.

An Information Circular and a form of Proxy accompany this Notice.

DATED at Vancouver, British Columbia, this 8th day of May, 2025.

**BY ORDER OF THE BOARD OF DIRECTORS
OF BATHURST METALS CORP.**

"Harold Forzley"

**Harold Forzley,
CEO, Secretary & Director**