



## NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

TO: All holders of common shares of Cleghorn Minerals Ltd. (“Cleghorn” or the “Company”)

**NOTICE IS HEREBY GIVEN THAT** the annual general and special meeting (the “Meeting”) of the shareholders of Cleghorn will be held on **Friday, October 18, 2024, at 2:00 p.m.** (Eastern time) at **2772 chemin Sullivan, Val-d’Or, Québec, and by telephone conference call (see below)** for the following purposes:

1. to receive the audited financial statements for the fiscal year ended March 31, 2024, and the report of our auditor on those statements;
2. to elect directors for the ensuing year;
3. to appoint Raymond Chabot Grant Thornton LLP as auditor of Cleghorn;
4. to approve the creation of Glenn J. Mullan, the President, Chief Executive Officer and a Director of Cleghorn, as a Control Person of Cleghorn, all as more particularly described in the accompanying Circular;
5. to approve the creation of Joseph Groia, a Director of Cleghorn, as a Control Person of Cleghorn, all as more particularly described in the accompanying Circular;
6. to consider and, if deemed appropriate, pass, with or without variation, a special resolution approving an alteration to Cleghorn’s Articles such that the Articles, as altered, will include mandatory procedures for nominations of persons for election as directors, all as more particularly described in the accompanying Circular;
7. to approve the previously adopted 10% rolling stock option incentive plan, as required annually by the TSX Venture Exchange; and
8. consider any other proper business.

Details of all matters proposed to be put before the Meeting are set forth in the accompanying Circular and form of proxy and should be read in conjunction with this Notice.

**In order to participate in the Meeting via teleconference, shareholders must pre-register 15 minutes before the start of the Meeting at <https://dpregrister.com/sreg/10192266/fd61e343dc>. Upon registration, participants will receive an individual pin and passcode to access the Meeting via teleconference, along with a toll free phone number to call.**

DATED at Val-d’Or, Québec, this 13<sup>th</sup> day of September, 2024.

BY ORDER OF THE BOARD

(signed) “*Glenn J. Mullan*”

Glenn J. Mullan

President, Chief Executive Officer and Director

If you cannot attend, we encourage you to complete and return the enclosed form of proxy indicating your voting instructions. Please complete, date and sign your form of proxy and return it by mail or fax to our transfer agent, Computershare Investor Services Inc., 8<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario, Canada M5J 2Y1 (facsimile numbers: within North America 1-866-249-7775; outside North America 1-416-263-9524); or vote by telephone or through the Internet following the instructions on the form of proxy. To be valid, a completed form of proxy must be received by our transfer agent by no later than 2:00 p.m. (Eastern) on Wednesday, October 16, 2024, or, if the Meeting is adjourned, by no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the adjourned Meeting. If you are not a registered shareholder, please refer to the accompanying Circular for information on how to vote your shares.