

# TOTEC RESOURCES LTD.

## NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “**Meeting**”) of the holders of common shares of **Totec Resources Ltd.** (the “**Company**”) will be held on **Wednesday, January 17, 2024** at **11:00 am PT** for the following purposes:

1. To receive the audited financial statements of the Company for the financial year ended March 31, 2023, the auditor’s report thereon and the management discussion and analysis for the financial year ended March 31, 2023;
2. To fix the number of directors for the ensuing year at four (4);
3. To elect directors of the Company for the ensuing year;
4. To re-appoint Davidson & Company LLP, Chartered Professional Accountants, as auditors of the Company for the ensuing year and to authorize the board of directors to fix the auditor’s remuneration;
5. To approve by ordinary resolution the amended and restated 10% rolling stock option plan of the Company, as more particularly described in the Company’s management information circular (the “**Circular**”); and
6. To transact any other business that may properly come before the Meeting and any adjournment thereof.

Accompanying this notice is the Circular. The Circular contains details of matters to be considered at the Meeting.

The Meeting will be held in virtual only format, which will be conducted via Microsoft Teams. Registered shareholders and validly appointed proxyholders may attend the Meeting at:

Meeting Link: <https://www.microsoft.com/en-ca/microsoft-teams/join-a-meeting>  
Meeting ID: 253 873 534 726  
Passcode: 3xjyTD

**Shareholders who are unable to attend the Meeting in person and who wish to ensure that their common shares will be voted at the Meeting, must complete, date and execute the enclosed form of proxy, or another suitable form of proxy, and deliver it by hand, by mail or by fax in accordance with the instructions set out in the form of proxy and in the Circular accompanying this Notice of Meeting.**

**Shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy and in the Circular to ensure that their common shares will be voted at the Meeting.**

If you have any questions about the procedures required to qualify to vote at the Meeting or about obtaining and depositing the required form of proxy, you should contact Endeavor Trust Corporation at 604-559-8880.

Dated at Vancouver, British Columbia, this 12<sup>th</sup> day of December, 2023.

**TOTEC RESOURCES LTD.**

*“Deepak Varshney”*

Deepak Varshney  
CEO