



NOTICE OF MEETING

For the Annual General and Special Meeting of Shareholders to be held on June 10, 2024

NOTICE IS HEREBY GIVEN that an annual general and special meeting of the shareholders (each a **"Shareholder"**) of Rover Critical Minerals Corp. (the **"Company"**) will take place on Monday, June 10, 2024 at 301-1665 Ellis Street, Kelowna, British Columbia, at 3:00 p.m. Kelowna Time (the **"Meeting"**) for the following purposes:

1. to receive and consider the audited financial statements of the Company for the year ending December 31, 2023, together with the auditor's report thereon, and to receive and consider the interim unaudited financial statements of the Company for the three-month period ended March 31, 2024;
2. to fix the number of directors for the ensuing year at five (5);
3. to elect directors of the Company for the ensuing year;
4. to consider, and if deemed advisable, to pass an ordinary resolution re-appointing DMCL Chartered Professional Accountants as the auditor of the Company for the ensuing year and authorizing the directors to fix their remuneration;
5. to approve the Company's rolling stock option plan, as more particularly described in the accompanying management information circular (the **"Information Circular"**);
6. To consider, and if deemed advisable, to pass, with or without variation, an ordinary resolution, consenting to Gunnar Pedersen becoming a Control Person of the Company, as such term is defined in Policy 1.1 – Interpretation of the TSX Venture Exchange, as a result of increasing his shareholdings in the Company; and
7. transacting such other business as may properly come before the Meeting or any adjournment thereof.

Specific details of the matters to be put before the Meeting are set forth in the Information Circular.

Each issued and outstanding common share in the capital of the Company (a **"Common Share"**) entitles the holder to one vote at the Meeting.

The record date (the **"Record Date"**) for determination of Shareholders entitled to receive notice of and to vote at the Meeting is May 3, 2024. Only Shareholders whose names have been entered in the register of Shareholders on the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting, provided that, to the extent that a Shareholder transfers the ownership of any Common Shares after the Record Date and the transferee of those Common Shares establishes ownership of such Common Shares and demands, not later than ten days before the Meeting, to be included in the

list of Shareholders eligible to vote at the Meeting, such transferee will be entitled to vote those Shares at the Meeting.

Shareholders who are unable to attend the Meeting or any adjournment thereof in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment thereof. To be effective, the enclosed form of proxy must be mailed so as to reach or be deposited with the Company's transfer agent, Computershare Investor Services, 510 Burrard Street, 3rd Floor, Vancouver, British Columbia V6C 3B9, by 3:00 p.m. PST on June 6, 2024 or, if the Meeting is adjourned, with respect to any matters occurring following the recommencement of the adjourned Meeting, prior to the recommencement thereof, or may be accepted by the Chairman of the Meeting prior to the commencement of the Meeting.

If you are a non-registered holder of Common Shares and have received these materials from your broker or another intermediary, please complete and return the form of proxy or other authorization form provided to you by your broker or intermediary in accordance with the instructions provided. Failure to do so may result in your Common Shares not being eligible to be voted at the Meeting.

If a Shareholder receives more than one form of proxy because such holder owns Common Shares registered in different names or addresses, each form of proxy should be completed and returned.

A proxyholder has discretion under the accompanying form of proxy in respect of amendments or variations to matters identified in this Notice and with respect to other matters which may properly come before the Meeting, or any adjournment thereof. As of the date hereof, management the Company knows of no amendments, variations or other matters to come before the Meeting other than the matters set forth in this Notice. Shareholders who are planning on returning the form of proxy are encouraged to review the Information Circular carefully before submitting the proxy form.

It is the intention of the persons named in the enclosed form of proxy, if not expressly directed to the contrary in such form of proxy, to vote IN FAVOUR of the resolutions presented to the Shareholders at the Meeting.

DATED at Kelowna, British Columbia, this 7th day of May, 2024.

BY ORDER OF THE BOARD OF DIRECTORS

"R. Judson Culter"

R. Judson Culter

Chief Executive Officer and Director