

VANADIUMCORP RESOURCE INC.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

To be held on September 29, 2025

and

MANAGEMENT INFORMATION CIRCULAR

August 25, 2025

VANADIUMCORP RESOURCE INC.

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting of the shareholders of **Vanadiumcorp Resource Inc.** (“Vanadiumcorp” or the “Company”) will be held on **September 29, 2025** at **10:00 a.m. (PDT) at 2110, 650 West Georgia Street, Vancouver, BC** for the following purposes:

1. To receive the Report of the Directors;
2. To receive the financial statements of the Company and the Auditors’ report thereon for the year ended October 31, 2024;
3. to re-appoint Crowe MacKay LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year, and to authorize the directors of the Company to fix the remuneration to be paid to the auditor for the ensuing year
4. To fix the number of directors at four;
5. To elect directors for the ensuing year;
6. To approve, by an ordinary resolution of disinterested shareholders, that a majority of the members of the Board of Directors of the Company has changed.
7. To consider, and if thought fit, to approve, with or without amendment, an ordinary resolution to approve the Company’s Amended tock Option Plan; and
8. To transact such further or other business as may properly come before the meeting and any adjournment thereof.

INSIDERS TO WHOM SHARES MAY BE ISSUED UNDER THE AMENDED PLAN, AND THEIR RESPECTIVE ASSOCIATES AND AFFILIATES, WILL ABSTAIN FROM VOTING ON THE FOREGOING RESOLUTION. THE APPROVAL OF A MAJORITY OF DISINTERESTED SHAREHOLDERS OF THE COMPANY IS THEREFORE SOUGHT.

This notice is accompanied by a Management Information Circular, either a form of proxy for registered shareholders or a voting instruction form for beneficial shareholders, and, for those registered shareholders who so requested, a copy of the audited annual consolidated financial statements and management’s discussion and analysis (“MD&A”) of the Company for the year ended October 31, 2024 (collectively, the “Meeting Materials”). Shareholders are able to request to receive copies of the Company’s annual report (including audited consolidated financial statements and MD&A) and/or interim consolidated financial report and MD&A by marking the appropriate box on the form of proxy or voting instruction form, as applicable. The audited annual consolidated financial statements and MD&A of the Company for the year ended October 31, 2024 are being sent to those shareholders who have previously requested to receive them. Otherwise, they can be found on SEDAR+ at www.sedarplus.ca.

The Board of Directors of the Company has, by resolution, fixed the close of business on August 25, 2025 as the record date, being the date for the determination of the registered holders of common shares entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof.

The Board of Directors of the Company has, by resolution, fixed 10:00 a.m. (Pacific Daylight Time) on September 25, 2025 or no later than 48 hours before the time of any adjourned Meeting (excluding Saturdays, Sundays and holidays), as the time before which proxies to be used or acted upon at the Meeting or any adjournment thereof shall be deposited with the Company's transfer agent.

Registered shareholders who wish to ensure that their shares are voted at the Meeting are requested to complete, sign, date and return the enclosed form of proxy in accordance with the instructions set forth therein and in the Circular. A proxy will not be valid unless it is properly completed and received by Computershare Trust Company of Canada, at 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1 not fewer than forty-eight (48) hours before the time fixed for the Meeting.

If you hold your Common Shares in a brokerage account, you are a non-registered shareholder ("Beneficial Shareholder"). Beneficial Shareholders who hold their Common Shares through a bank, broker or other financial intermediary should carefully follow the instructions found on the form of Proxy or VIF provided to them by their intermediary, in order to cast their vote.

DATED at Vancouver, British Columbia this 25th day of August, 2025.

BY ORDER OF THE BOARD OF DIRECTORS

"Kristien Davenport"

Kristien Davenport
Chief Executive Officer