

# INFINICO METALS CORP.

## NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

Notice is hereby given that an annual general and special meeting (the “**Meeting**”) of the shareholders (“**Shareholders**”) of Infinico Metals Corp. (the “**Corporation**”) will be held at the offices of Peterson McVicar LLP at 110 Yonge Street, Suite 1601, Toronto ON M5C 1T4 and by Zoom teleconference at Meeting ID: 844 3322 2381; Passcode: 235043 on February 12, 2026 at 10:00 a.m. (Toronto time), for the following purposes, all as more particularly described in the enclosed management information circular (the “**Circular**”):

1. To receive and consider the audited financial statements for the year ended December 31, 2024 together with the report of the auditors thereon;
2. to fix the number of directors of the Corporation at three (3) to be elected at the Meeting;
3. to elect the directors of the Corporation for the ensuing year;
4. to appoint Davidson & Company LLP, Chartered Accountants, as the auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration;
5. to consider and, if thought appropriate, to pass with or without variation, a special resolution authorizing and approving the consolidation (the “**Consolidation**”) of the outstanding common shares of the Corporation on the basis of such consolidation ratio as may be selected by the board of directors in their sole discretion, up to a maximum consolidation ratio (the “**Consolidation Ratio**”) of fifteen (15) pre-Consolidation common shares for every one (1) post-Consolidation share; and
6. to consider and, if deemed appropriate, to pass with or without variation an ordinary resolution of disinterested shareholders of the Corporation approving Peter Vermeulen becoming a new “control person” of the Corporation, as such term is defined in the policies of the TSXV Venture Exchange (“**TSXV**”), as more particularly described in the Circular;
7. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution to approve the Corporation’s 10% rolling long term incentive plan for the ensuing year; and

to transact such other such other business as may properly come before the Meeting or any adjournments or postponements thereof.

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is December 29, 2025 (the “**Record Date**”). Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof.

A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders attending the Meeting via Zoom will not be permitted to vote through the video conference platform, but will be permitted to ask questions of management. Shareholders who are unable to attend the Meeting or any adjournments or postponements thereof in person are requested to complete, date, sign and return the accompanying form of proxy for use at the Meeting or any adjournments or postponements thereof. To be effective, the enclosed form of proxy must be deposited with Computershare Investor Services Inc. (“**Computershare**”), 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, (by mail or hand delivery); voted by telephone at 1-866-732-VOTE (8683); or voted online at [www.investorvote.com](http://www.investorvote.com). In

order to be valid and acted upon at the Meeting, the duly-completed form of proxy must be received prior to 10:00 a.m. (Toronto time) on February 10, 2026, or in the case of any adjournment or postponement of the Meeting, not later than forty-eight (48) hours (excluding Saturdays, Sundays and Statutory Holidays in Toronto, Ontario) prior to the time set for the adjourned or postponed Meeting, or be deposited with the Secretary of the Corporation before the commencement of the Meeting or of any adjournment thereof. Notwithstanding the foregoing, the Chair of the Meeting has the discretion to accept proxies received after such deadline.

### **Notice-and-Access**

The Corporation is utilizing the notice-and-access mechanism (the “**Notice-and-Access Provisions**”) that came into effect on February 11, 2013 under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 – *Continuous Disclosure Obligations*, for distribution of Meeting materials to registered and beneficial Shareholders.

### **Website Where Meeting Materials are Posted**

The Notice-and-Access Provisions are a set of rules that allow reporting issuers to post electronic versions of proxy-related materials (such as proxy circulars and annual financial statements) on-line, via SEDAR+ (at [www.sedarplus.ca](http://www.sedarplus.ca)) and one other website, rather than mailing paper copies of such materials to Shareholders. Electronic copies of the Circular, financial statements of the Corporation for the years ended December 31, 2024 and 2023 (“**Financial Statements**”) and management’s discussion and analysis of the Corporation’s results of operations and financial condition for 2024 (“**MD&A**”) may be found on the Corporation’s SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca) and also at [www.infinicometals.com/en/investors/](http://www.infinicometals.com/en/investors/). The Corporation will not use procedures known as “stratification” in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the Circular to some Shareholders with this notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Circular.

### **Obtaining Paper Copies of Materials**

The Corporation anticipates that using notice-and-access for delivery to all Shareholders will directly benefit the Corporation through a substantial reduction in both postage and material costs, and also promote environmental responsibility by decreasing the large volume of paper documents generated by printing proxy-related materials. Shareholders with questions about notice-and-access can contact the Corporation’s transfer agent, Computershare, toll-free at 1-866-964-0492 or by email at [service@computershare.com](mailto:service@computershare.com). A request for paper copies which are required in advance of the Meeting should be sent so that they are received by Computershare, by February 2, 2026 in order to allow sufficient time for Shareholders to receive the paper copies and to return their proxies or voting instruction forms to intermediaries not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof. Any requests for paper copies received by the Corporation after February 2, 2026 will be delivered to Shareholders in accordance with applicable securities law.

## **Voting**

All Shareholders are invited to attend the Meeting and may attend in person or may be represented by proxy. A “beneficial” or “non-registered” Shareholder will not be recognized directly at the Meeting for the purposes of voting common shares registered in the name of his/her/its broker; however, a beneficial Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote the common shares in that capacity. Only Shareholders as of the Record Date are entitled to receive notice of and vote at the Meeting. Shareholders who are unable to attend the Meeting in person, or any adjournments or postponements thereof, are requested to complete, date and sign the form of proxy (registered holders) or voting instruction form (beneficial holders) and return it in the envelope provided.

**PLEASE REVIEW THE CIRCULAR BEFORE VOTING.**

DATED this 29<sup>th</sup> day of December, 2025.

BY ORDER OF THE BOARD OF DIRECTORS  
(Signed) “*Sam Walding*”

Sam Walding  
Director and Chief Executive Officer