

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON AUGUST 29, 2024

July 18, 2024

NOTICE IS HEREBY GIVEN THAT an annual general meeting (the "**Meeting**") of the holders ("**Shareholders**") of common shares (the "**Shares**") of Hispania Resources Inc. ("**Hispania**" or the "**Company**") will be held both in person and as a virtual meeting via teleconference at (647) 738-6213, Conference ID 565776140# on August 29, 2024 for the following purposes:

1. to receive and consider the audited financial statements of the Company for the financial years ended December 31, 2022 and December 31, 2023;
2. to elect directors for the ensuing year as described in the management information circular (the "**Circular**") accompanying this notice;
3. to appoint DNTW Toronto LLP as auditors for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors;
4. to transact such further or other business as may properly be brought before the Meeting or any adjournment or postponement thereof.

The specific details of the matters proposed to be put before the Meeting are set forth in the accompanying Circular which forms a part of this Notice.

The record date (the "**Record Date**") for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting is July 15, 2024. Only Shareholders of record at the close of business on the Record Date ("**Registered Shareholders**") will be entitled to vote at the Meeting, unless that Shareholder has transferred any Shares subsequent to that date and the transferee Shareholder, not later than 10 days before the Meeting, establishes ownership of the Shares and demands that the transferee's name be included on the list of Shareholders entitled to vote at the Meeting in respect of such transferred Shares.

Provided they comply with all of the requirements set out in the Circular, Registered Shareholders and duly appointed proxyholders will be able to attend and participate in the Meeting, ask questions and vote in person. Registered Shareholders may choose to attend virtually, in real time at (647) 738-6213, Conference ID 565776140#, and may vote by proxy or by voting instruction form. Shareholders who hold their Shares through a broker, investment dealer, bank, trust company, custodian, nominee or other intermediary ("**Beneficial Shareholders**") who have not duly appointed themselves as proxyholder will be able to attend the Meeting as guests, but guests will not be able to vote at the Meeting. Shareholders that usually vote by proxy ahead of the Meeting will be able to do so in the normal way as described below.

Registered Shareholders may attend, participate and vote in the Meeting in person, or may be represented by proxy. Registered Shareholders who are unable to attend the Meeting in person or any adjournment or postponement thereof are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment or postponement thereof. To be effective, the enclosed form of proxy must be received by TSX Trust Company: (a) by mail or hand to TSX Trust Company, 301 - 100 Adelaide Street West, Toronto, ON M5H 4H1 (b) by facsimile to (416) 595-9593, or (c) online at www.voteproxyonline.com. In order to be valid and acted upon at the Meeting, proxies must be returned to TSX Trust Company not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for the holding of the Meeting or any adjournment or postponement thereof. Shareholders are cautioned that the transmission of proxies by mail is at each Shareholder's risk.

Beneficial Shareholders should complete and return the voting instruction form or other authorization provided to them in accordance with the instructions provided therein. Failure to do so may result in their Shares not being voted at the Meeting.

Shareholders who wish to appoint a person other than the management designees identified on the enclosed form of proxy or voting instruction form to represent him, her or it at the Meeting may do so by inserting such person's name in the blank space provided in the form of proxy or voting instruction form and following the instructions for submitting such form of proxy or voting instruction form.

The proxyholder has discretion under the enclosed form of proxy to consider matters to come before the Meeting. The persons named in the enclosed proxy will have discretionary authority with respect to: (a) any amendments or variations of the matters of business to be acted on at the Meeting; and (b) any other matters properly brought

before the Meeting or any adjournment or postponement thereof, in each instance, to the extent permitted by law, whether or not the amendment, variation or other matter that comes before the Meeting is routine and whether or not the amendment, variation or other matter that comes before the Meeting is contested.

At the date of this Circular, management of Hispania knows of no such amendments, variations or other matters to come before the Meeting other than the matters referred to in the Hispania Notice of Meeting. Shareholders who are planning on returning the accompanying form of proxy are encouraged to review this Circular carefully before submitting the form of proxy.

It is the intention of the persons named in the enclosed form of proxy for Shareholders, if not expressly directed to the contrary in such form of proxy, to vote FOR each of resolutions to be considered at the Meeting.

Notice-and-Access

The Company has elected to use the notice-and-access (“**Notice-and-Access**”) provisions under National Instrument 54-101 – Communications with Beneficial Owners of Securities of a Reporting Issuer and National Instrument 51-102 – Continuous Disclosure Obligations to distribute the Meeting materials (the “**Meeting Materials**”) to its Shareholders. Notice-and-Access allows issuers to post electronic versions of proxy related materials on SEDAR+ and on one additional website, rather than mailing paper copies to Shareholders. Shareholders have the right to request hard copies of any proxy related materials posted online by the Company under Notice-and-Access.

The proxy materials for the above noted Meeting are available at <https://docs.tsxtrust.com/2431> OR www.sedarplus.com. We remind you to access and review all of the important information contained in the Circular and the Meeting Materials before voting.

Obtaining a Copy of the Meeting Materials

Shareholders may request to receive paper copies of the Meeting Materials by mail at no cost. Shareholders may request to receive a paper copy of the Meeting Materials for up to one year from the date the Meeting Materials were filed on www.sedarplus.com. To ensure you receive the materials in advance of the proxy voting deadline and Meeting date, all requests must be received by the Company no later than August 20, 2024 at 4:00 p.m. (Toronto time) to ensure timely receipt. If you do request the current Meeting Materials, please note that another Voting Instruction Form/Proxy will not be sent; please retain your current one for voting purposes.

For more information regarding notice-and-access or to obtain a paper copy of the Meeting Materials you may contact Broadridge Investor Communications Corporation (“**Broadridge**”) toll free at 1-877-907-7643 (Canada and U.S.) or 303-562-9305 (international), either before or after the Meeting. Shareholders will be asked to enter the control number indicated on the form of proxy or voting instruction form they received with this notice of Meeting to request a paper copy of the Meeting Materials.

As a Shareholder of the Company, it is very important that you read the Circular and other Meeting materials carefully. They contain important information with respect to voting your Shares and attending and participating at the Meeting.

**BY ORDER OF THE BOARD OF DIRECTORS OF
HISPANIA RESOURCES INC.**

(s) "Norman Brewster"

Norman Brewster
Chief Executive Officer and a Director
Hispania Resources Inc.