



## NOTICE OF SPECIAL MEETING OF SECURITYHOLDERS

NOTICE IS HEREBY GIVEN that a Special Meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (the “**Prime Shares**”) of Prime Mining Corp. (the “**Company**” or “**Prime**”), the holders (the “**Option Holders**”) of options to purchase Prime Shares (the “**Prime Options**”), the holders (the “**RSU Holders**”) of restricted share units (the “**Prime RSUs**”), the holders (the “**DSU Holders**”) of deferred share units (the “**Prime DSUs**”), and the holders (the “**Warrant Holders**” and, collectively with the Shareholders, Option Holders, RSU Holders and DSU Holders, the “**Securityholders**”) of warrants to purchase Prime Shares (the “**Prime Warrants**”) will be held at the offices of the Company at Suite 710 – 1030 West Georgia Street, Vancouver, British Columbia on September 29, 2025 at 2:00 p.m. (Vancouver time), for the following purposes:

1. to consider, in accordance with the interim order of the Supreme Court of British Columbia dated August 25, 2025 (the “**Interim Order**”), and, if deemed acceptable, to pass, with or without variation, a special resolution (the “**Arrangement Resolution**”) approving a statutory plan of arrangement (the “**Plan of Arrangement**”) under Section 288 of the *Business Corporations Act* (British Columbia) (“**BCBCA**”) pursuant to which Torex Gold Resources Inc. (the “**Purchaser**” or “**Torex**”) will, among other things, acquire all of the issued and outstanding Prime Shares, the full text of which is set forth in Appendix A to the accompanying management information circular (“**Circular**”); and
2. to transact such further or other business as may properly come before the Meeting and any adjournments or postponements thereof.

**The board of directors of the Company unanimously recommends that the Securityholders vote FOR the Arrangement Resolution.**

Pursuant to the Interim Order, the record date is August 14, 2025 (the “**Record Date**”) for determining Securityholders who are entitled to receive notice of and to vote at the Meeting. Only registered Shareholders (“**Registered Shareholders**”), Option Holders, RSU Holders, DSU Holders and Warrant Holders as of the Record Date are entitled to receive notice of the Meeting (“**Notice of Meeting**”) and to vote at the Meeting. This Notice of Meeting is accompanied by the Circular, an applicable form of proxy (printed on **WHITE** paper for Shareholders and on **YELLOW** paper for holders of Prime Options, Prime RSUs, Prime DSUs or Prime Warrants) and a Letter of Transmittal for Registered Shareholders (the “**Letter of Transmittal**”).

Each Prime Share, Prime Option, Prime RSU, Prime DSU and Prime Warrant entitled to be voted at the Meeting will entitle the holder thereof to one vote at the Meeting. In order to become effective, the Arrangement Resolution must be approved by at least (i) 66⅔% of the votes cast on the Arrangement Resolution by Shareholders present in person or represented by proxy and entitled to vote at the Meeting; (ii) 66⅔% of the votes cast on the Arrangement Resolution by Securityholders present in person or represented by proxy and entitled to vote at the Meeting, voting together as a single class; and (iii) a simple majority of votes attached to Prime Shares held by Shareholders present in person or represented by proxy and entitled to vote at the Meeting excluding those votes attached to Prime Shares held or controlled by persons described in items (a) through (d) of Section 8.1(2) of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions*.

Registered Shareholders, Option Holders, RSU Holders, DSU Holders and Warrant Holders are requested to read the enclosed Circular and to date and sign the enclosed proxy form(s) promptly, as applicable, and return it to the Company’s transfer agent, Odyssey Trust Company, in the self-addressed envelope enclosed for that purpose, or by any of the other methods indicated in the proxy form. Registered Shareholders, Option Holders, RSU Holders, DSU Holders and Warrant Holders may also vote online instead of by mail. Pursuant to the Interim Order, proxies, to be used at the Meeting, must be received by Odyssey Trust Company by no later than 2:00 p.m. (Vancouver time) on September 25, 2025 (or, if the Meeting is adjourned or postponed, by the time that is 48 hours prior to the Meeting, excluding Saturdays, Sundays and statutory holidays). To vote online at <https://vote.odysseytrust.com>, you will need to enter your 12-digit control number (printed with your address to the right of your form of proxy) to identify yourself as a Registered Shareholder, Option Holder, RSU Holder, DSU Holder or Warrant Holder on the voting website. If a Registered Shareholder receives more than one proxy form because such Registered Shareholder, Option Holder, RSU Holder, DSU Holder or Warrant Holder owns securities of the Company registered in different names or addresses, each proxy form needs to be completed and returned or voted online. The form of proxy provided in respect of Prime Shares held

is printed on **WHITE** paper and the form of proxy provided in respect of Prime Options, Prime RSUs, Prime DSUs or Prime Warrants is printed on **YELLOW** paper.

If your Prime Shares are not registered in your name but are held through a broker, investment dealer, bank, trust company, custodian, nominee or other intermediary, please complete and return the voting instruction form (“**VIF**”) in accordance with the instructions provided to you by your broker or such other intermediary. Failure to do so may result in such securities not being voted at the Meeting.

**If you wish that a person other than the management nominees identified on the form of proxy or VIF attend and vote at the Meeting as your proxyholder and vote your securities, including if you are not a Registered Shareholder and wish to appoint yourself as proxyholder to attend and vote at the Meeting, you MUST submit your form of proxy (or proxies) or VIF, as applicable, in accordance with the instructions set out in the Circular.** If submitting a proxy or VIF or appointing a person other than the management nominees identified, you must return your proxy or VIF in accordance with the instructions set out in the Circular by 2:00 p.m. (Vancouver time) on September 25, 2025.

If you are a Registered Shareholder who is not a Dissenting Shareholder (as defined in the enclosed Circular), please complete the Letter of Transmittal in accordance with the instructions included therein, sign, date and return it to the depository, Computershare Investor Services Inc. (the “**Depository**”), in the envelope provided, together with the certificates or the direct registration system advices (“**DRS Advices**”) representing your Prime Shares and any other required documents. If you are sending certificates, it is recommended that you send them by registered mail. The Letter of Transmittal contains complete instructions on how to exchange your Prime Shares for the Consideration (as defined in the enclosed Circular). You will not receive your Consideration until after the Arrangement is completed and you have returned your properly completed documents, including each applicable Letter of Transmittal, and the certificate(s) or DRS Advice(s) representing your Prime Shares to the Depository.

Beneficial Shareholders do not need to complete a Letter of Transmittal and will receive the Consideration to which they are entitled under the Arrangement through the intermediary.

Pursuant to the Interim Order, Registered Shareholders have the right to dissent with respect to the Arrangement Resolution and, if the Arrangement becomes effective, to be paid the fair value of their Dissenting Shares (as such term is defined in the enclosed Circular) in accordance with the provisions of Sections 237 to 247 of the BCBCA, as modified by the Interim Order, the Plan of Arrangement and any other order of the Court. A Registered Shareholder wishing to exercise rights of dissent with respect to the Arrangement must:

- (i) send to the Company a written notice of dissent to the Arrangement Resolution, which written notice of dissent must be received by the Company c/o Blake, Cassels & Graydon LLP, Suite 3500 – 1133 Melville Street, Vancouver, British Columbia, V6E 4E5, Attention: Alexandra Luchenko, by no later than 4:00 p.m. (Vancouver time) on September 25, 2025 (or by 4:00 p.m. (Vancouver time) on the second Business Day (as defined in the enclosed Circular) immediately preceding the date that any adjourned or postponed Meeting is reconvened); and
- (ii) otherwise strictly comply with the dissent procedures set forth in Sections 237 to 247 of the BCBCA, as modified by the Interim Order, the Plan of Arrangement and any other order of the Court.

The Registered Shareholders’ right to dissent is more particularly described in the Circular. Copies of the Plan of Arrangement, the Interim Order and the text of Sections 237 to 247 of the BCBCA are set forth in Appendix B, Appendix C and Appendix H, respectively, of the Circular. Anyone who is a beneficial owner of Prime Shares and who wishes to exercise a right of dissent should be aware that only Registered Shareholders are entitled to exercise a right of dissent. Accordingly, a beneficial (non-registered) Shareholder who desires to exercise a right of dissent must make arrangements for the Prime Shares beneficially owned by such holder to be re-registered in the name of such holder prior to the time when a written notice of dissent must be received by the Company or, alternatively, make arrangements for the Registered Shareholder of such Prime Shares to exercise the right of dissent on behalf of such beneficial Shareholder. Option Holders, RSU Holders, DSU Holders and Warrant Holders (as each such term is defined in the enclosed Circular) are not entitled to exercise dissent rights. It is recommended that you seek independent legal advice if you wish to exercise a right of dissent. **Failure to strictly comply with the requirements set forth in Sections 237 to 247 of the BCBCA, as modified by the Interim Order, the Plan of Arrangement and any other order of the Court, may result in the loss of any right of dissent.**

The Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice of Meeting. Any adjourned or postponed meeting resulting from an adjournment or postponement of the Meeting will be held at a time and place to be specified either by the Company before the Meeting or by the Chair at the Meeting.

Dated at Vancouver, British Columbia as of August 25, 2025.

BY ORDER OF THE BOARD

*/s/ "Scott Hicks"*

Scott Hicks  
Chief Executive Officer and Director