

# Notice of Availability of Proxy Materials for ROK Resources Inc. Annual General and Special Meeting

**Meeting Date and Time: Wednesday, September 20, 2023 at 10:00 am Calgary Time**

**Location: The Altius Centre, 2nd Floor, 500 – 4th Avenue SW, Calgary, Alberta and by Zoom videoconferencing using the following log in information: Login ID: 244 663 0137, password ROK2023**

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Please be advised that the proxy materials for the above noted securityholder meeting are available for viewing and downloading online. This document provides an overview of these materials, but you are reminded to access and review the management information circular (the “Circular”) of ROK Resources Inc. (the “**Corporation**”) and other proxy materials available online prior to voting. These materials are available at:

<https://odysseytrust.com/client/rok-resources-inc/>

OR

[www.sedar.com](http://www.sedar.com)

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## **Obtaining Paper Copies of the Proxy Materials and Questions regarding notice and access**

Securityholders may request to receive paper copies of the proxy materials related to the above referenced meeting by mail at no cost. Requests for paper copies must be received by **September 6, 2023** in order to receive the paper copy in advance of the meeting. Requests for paper copies or questions regarding notice and access may be made by contacting:

**Toll Free Within North America: 1 (888) 290-1175**

**Direct from outside of North America: 1 (587) 885-0960**

Registered holders and beneficial owners who have previously provided standing instructions will receive a paper copies of the proxy materials. If you are a registered holder and have previously provided standing instructions indicating that you wish to receive paper copies of the proxy materials, you may revoke your instructions by calling the number above.

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## **Notice of Meeting**

The resolutions to be voted on at the meeting, described in detail in the Circular, are as follows:

- Number of Directors:** Shareholders will be asked to set the number of directors at six (6). Information respecting the number of directors may be found in the Circular under “*Election of Directors*”.
- Election of Directors:** Shareholders will be asked to elect directors for the ensuing year. Information respecting the election of directors may be found in the Circular under “*Election of Directors*”.
- Appointment of Auditors:** Shareholders will be asked to appoint KPMG LLP, Chartered Accountants, as Auditor of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration. Information respecting the appointment of auditors may be found in the Circular under “*Appointment of Auditor*”.

**Amendment of Articles**

Shareholders will be asked to consider and, if deemed advisable, to approve, with or without variation, a special resolution to amend the articles of the Corporation to amend the terms of the class B common shares such that the holders thereof will only be entitled to one (1) vote per share at a meeting of the Corporation's shareholders and otherwise with identical rights, privileges, restrictions and conditions to the current class B common shares of the Corporation. Information respecting the amendment to the articles may be found in the Circular under "*Special Resolution to Amend Voting Rights of Common Shares*".

**Stock Option Plan**

Shareholders will be asked to consider and, if deemed advisable, approve, with or without variation, an ordinary resolution approving the existing stock option plan for the Corporation, the full text of which is set forth in the Management Information Circular accompanying this Notice. Information respecting the approval of the stock option plan may be found in the Circular under "*Approval of the Stock Option Plan of the Corporation*".

**Voting**

To vote your securities, please refer to the instructions on the enclosed Proxy or Voting Instruction Form. Your Proxy or Voting Instruction Form must be received on or before 10:00 am (Calgary Time) on September 18, 2023.

Non-registered (beneficial) shareholders should follow the instructions on the voting instruction form or other form of proxy provided by their intermediaries with respect to the procedures to be followed for voting.

Only registered shareholders and duly appointed proxyholders will be entitled to vote at the meeting. Shareholders who wish to appoint a proxyholder other than the persons designated by the Corporation on the form of proxy or identified on the voting instruction form (including a non-registered shareholder who wishes to appoint themselves) to represent them at the meeting must carefully follow the instructions in the Circular and on their form of proxy or voting instruction form.

**Stratification**

The Company is providing paper copies of its Management Information Circular only to those registered shareholders and beneficial shareholders that have previously requested to receive paper materials.

**Annual Financial Statements**

The Company is providing paper copies of its annual financial statements to registered shareholders and beneficial shareholders that have opted to receive annual financial statements.