

ROK RESOURCES INC.

Notice of Annual General and Special Meeting of Shareholders

NOTICE IS GIVEN that, pursuant to an order of the Court of King's Bench of Saskatchewan dated October 28, 2025 (the "**Interim Order**"), an annual general and special meeting (the "**Meeting**") of the holders ("**Shareholders**") of common shares ("**Shares**") of ROK Resources Inc. ("**ROK**") will be held in the conference room of the Altius Centre, 2nd Floor, 500– 4th Avenue SW, Calgary, Alberta, on Wednesday, December 10, 2025, at 11:00 a.m. (Calgary time), for the following purposes, all as more particularly described in the accompanying management information circular of ROK dated October 29, 2025 (the "**Circular**"):

- (a) to consider and, if deemed advisable, to pass, with or without variation, a special resolution (the "**Arrangement Resolution**"), the full text of which is set forth in Schedule A to the Circular, to approve a plan of arrangement under Section 192 of the Canada Business Corporations Act (the "**Arrangement**"), all as more particularly described in the Circular;
- (b) to receive the audited consolidated financial statements of ROK for the financial year ended December 31, 2024, together with the auditors' report;
- (c) to fix the number of directors of the Corporation at six (6);
- (d) to elect directors of the Corporation for the ensuing year;
- (e) to appoint the auditors of the Corporation for the ensuing year and to authorize the Directors to fix the auditors remuneration thereof;
- (f) 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 Circular accompanying this Notice; and
- (g) to transact such further and other business as may be properly brought before the Meeting or any adjournment thereof.

The Arrangement Resolution must be passed (a) as a special resolution by a majority of not less than two-thirds of the votes cast by ROK Shareholders who vote in respect of the Arrangement Resolution at the Meeting in person or by proxy, and (b) as an ordinary resolution by a majority of the votes cast by Shareholders who vote in respect of the Arrangement Resolution at the Meeting in person or by proxy, excluding votes attached to Shares that are required to be excluded by Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions*.

The ROK board of directors has fixed October 29, 2025 as the record date for the determination of Shareholders entitled to notice of and to vote at the Meeting and at any postponement or adjournment thereof. Only Shareholders of record on the record date are entitled to receive notice of and to vote at the Meeting.

Shareholders who are unable to attend the Meeting in person and who wish to ensure that their Shares will be voted at the Meeting are requested to complete, sign and deliver the enclosed form of proxy to the attention of the Secretary of the Corporation, c/o Odyssey Trust Company, Suite 1100 - 67 Yonge Street, Toronto, Ontario, M5E 1J8, Attention: Proxy Department. In order to be valid and acted upon at the Meeting, forms of proxy must be returned to the aforesaid address not less than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) before the time set for the holding of the Meeting or any adjournment(s) thereof ("**Proxy Deadline**"). Further instructions with respect to the voting by proxy are provided in the form of proxy and in the Circular accompanying this Notice.

Shareholders may beneficially own Shares that are registered in the name of a broker, another intermediary or an agent of that broker or intermediary ("**Non-Registered Shareholders**"). Without specific instructions, intermediaries are prohibited from voting shares for their clients. If you are a Non-Registered Shareholder, it is vital that the voting instruction form provided to you by your broker, intermediary or its agent is returned according to their instructions, sufficiently in

advance of the deadline specified by the broker, intermediary or its agent, to ensure that they are able to provide voting instruction on your behalf.

Pursuant to the Interim Order, registered Shareholders are entitled to dissent in respect of the Arrangement Resolution and, if the Arrangement becomes effective, to be paid the fair value of their Shares in accordance with the right to dissent under Section 192 of the Canada Business Corporations Act, as modified by the Interim Order and the Arrangement. This right is described in detail in the Circular under "*The Arrangement – Shareholder's Right to Dissent*".

Failure to comply strictly with the dissent procedures described in the Circular may result in the loss or unavailability of the right to dissent. Beneficial Shareholders who hold Shares registered in the name of a broker, investment dealer, trust company, bank, or other nominee (including CDS) who wish to dissent should be aware that only registered Shareholders are entitled to dissent. Accordingly, a Beneficial Shareholder who wishes to exercise the right to dissent must arrange for the registered holder of such Shares to dissent on the Beneficial Shareholder's behalf.

Regardless of whether you plan to attend the Meeting in person, we ask that all Shareholders vote their proxy in one of the methods set out above. To be valid, proxies must be received by ROK not later than the Proxy Deadline.

This Notice and the Circular are also accompanied by a letter of transmittal (the "**Letter of Transmittal**") that contains instructions on how to tender certificates representing Shares or direct registration statement to obtain the Consideration to which such Shareholder is entitled under the Arrangement. If you are a registered Shareholder, you will not receive any Consideration under the Arrangement unless and until the Arrangement is completed and you have returned the validly completed and duly signed Letter of Transmittal documents to Odyssey Trust Company, as depositary for the Arrangement, at the applicable address all as set out in the Letter of Transmittal. If you are a non-registered Shareholder and hold your ROK Shares through an Intermediary, you should carefully follow instructions provided to you by such intermediary with respect to completion of and submission of your Letter of Transmittal.

The board of directors of ROK has unanimously determined that the Arrangement is in the best interest of ROK and the Consideration to be received by Shareholders pursuant to the Arrangement is fair to Shareholders. If the Arrangement Resolution is not approved by the Shareholders at the Meeting, the Arrangement may not be completed on the terms expected or at all.

THE BOARD OF DIRECTORS OF ROK UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR THE ARRANGEMENT RESOLUTION AND EACH OF THE ANNUAL GENERAL MEETING MATTER RESOLUTIONS.

The nature of the business to be transacted at the Meeting is described in further detail in the Circular. The Circular is deemed to form part of this Notice. Please read the Circular carefully before you vote on the matters being transacted at the Meeting.

If you have any questions or need assistance in your consideration of the Arrangement, with the completion and delivery of your proxy or voting instruction form, or about delivering your ROK Shares and Letter of Transmittal to Odyssey Trust Company, as depositary for the Arrangement, you should consult your financial, legal, tax or other professional advisors.

All capitalized terms used herein but not otherwise defined herein have the meanings set forth under "Glossary of Terms" in the accompanying Circular dated October 29, 2025, unless otherwise specifically stated.

DATED at Regina, Saskatchewan on October 29, 2025.

By Order of the Board of Directors of ROK Resources Inc.

(signed) "Cameron Taylor"
Executive Chairman of the Board of Directors