



METALS CORP

Suite #1450, 789 West Pender Street, Vancouver, BC, V6C 1H2
Tel: 604-681-1568 Fax: 604-681-8240 Toll Free: 1-877-377-6222

www.madorometals.com

TSX-V: MDM OTC: MSTXF

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON JUNE 30, 2025

AND

INFORMATION CIRCULAR

DATED: May 28, 2025

This document requires immediate attention. If you are in doubt as to how to deal with the documents or matters referred to in this Information Circular, you should immediately contact your advisor.

If you are a registered Shareholder of the Company and are unable to attend the Meeting virtually, please date and sign the enclosed form of proxy and return it in the envelope provided. All proxies to be valid, must be received by Olympia Trust Company by fax to 1-403-668-8307, by email to proxy@olympiatruster.com, or by mail/hand delivery to Suite 1900, 925 West Georgia Street, Vancouver, BC V6C 3L2, or via internet at <https://css.olympiatruster.com/pxlogin> at least 48 hours prior to the Meeting or any adjournment thereof. If you are not a registered Shareholder of the Company and receive these materials through your broker or through another intermediary, please complete and return the voting instruction form in accordance with the instructions provided to you by your broker or intermediary.

MADORO

METALS CORP

Suite #1450, 789 West Pender Street, Vancouver, BC, V6C 1H2
Tel: 604-681-1568 Fax: 604-681-8240 Toll Free: 1-877-377-6222
www.madorometals.com
TSX-V: MDM OTC: MSTXF

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting (the "Meeting") of the Shareholders of **MADORO METALS CORP.** (the "Company") will be held virtually on Monday, June 30, 2025 at the hour of 10:00 a.m. Pacific Standard Time, for the following purposes:

1. To receive and consider the report of the directors and the financial statements of the Company, together with the auditor's report thereon for the financial year ended February 29, 2024.
2. To fix the number of directors at four (4).
3. To elect directors for the ensuing year.
4. To appoint the auditor for the ensuing year.
5. To consider and, if thought fit, to pass an ordinary resolution approving and ratifying the Company's Stock Option Plan, subject to regulatory approval, as more fully set forth in the information circular accompanying this notice.

The accompanying information circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

The Company is conducting the Meeting virtually. Registered shareholders and validly appointed proxyholders may attend the Meeting via Zoom at:

<https://us06web.zoom.us/j/87334919789?pwd=eDe686WakVHZ5lnVgBJZSC9T28TnsX.1>

Meeting ID: 873 3491 9789
Passcode: 089965

The Company's Board of Directors has fixed May 26, 2025 as the record date for the determination of Shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered Shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

If you are a registered Shareholder of the Company and are unable to attend the Meeting in person, please date and sign the enclosed form of proxy and return it to the Company's transfer agent, Olympia Trust Company by fax to 1-403-668-8307, by email to proxy@olympiustrust.com, or by mail/hand delivery to Suite 1900, 925 West Georgia Street, Vancouver, BC V6C 3L2, or via internet at <https://css.olympiustrust.com/pxlogin> at least 48 hours prior to the Meeting or any adjournment thereof.

If you are a non-registered Shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (the "Intermediary"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, BC, this 28th day of May, 2025.

BY ORDER OF THE BOARD OF
MADORO METALS CORP.

Signed: "Dusan Berka"

Dusan Berka
CEO, President and Director