



NOTICE is hereby given that the Annual General Meeting (the "Meeting") of the shareholders of Stillwater Critical Minerals Corp. (formerly, Group Ten Metals Inc.) (the "Company") will be held on **Wednesday, December 13, 2023**, at Suite 904, 409 Granville Street, Vancouver, B.C. at the hour of 11:30 am (Pacific time) for the following purposes:

1. To receive and consider the audited financial statements of the Company for the year ended March 31, 2022, together with the auditor's report thereon and the Report of the Directors;
2. To set the number of directors at five (5);
3. To elect directors to hold office until the next Annual General Meeting;
4. To re-appoint WDM Chartered Professional Accountants as the auditors of the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors for the ensuing year;
5. To consider and if thought advisable, to pass, with or without amendment, an ordinary resolution approving the Company's Long-Term Performance Incentive Plan as more particularly described in the attached management information circular of the Company dated November 3, 2023 (the "Circular"); and
6. To transact such further or other business as may properly come before the meeting and any adjournments thereof.

The Board of Directors of the Company set October 30, 2023 as the record date for determining the shareholders entitled to receive notice of and vote at the Meeting. The details of all matters proposed to be put before Shareholders at the Meeting are set forth in the Circular accompanying this Notice of Meeting. At the Meeting, shareholders will be asked to approve each of the foregoing items.

The consolidated audited financial statements for the financial year ended March 31, 2023, the report of the auditor and the management discussion and analysis thereon will be made available at the Meeting and are available on SEDAR+ at www.sedarplus.ca.

If you are a registered shareholder and are unable to be present at the Meeting in person, please vote by proxy by following the instructions provided on the form of proxy at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof.

If you are a non-registered shareholder and receive these materials through your broker or another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or other intermediary. If you are a non-registered shareholder and do not complete and return the materials in accordance with such instructions, you may lose the right to vote at the Meeting.

NOTICE-AND-ACCESS

The Company has elected to use the notice-and-access provisions under National Instrument 54-101 and National Instrument 51-102 (the "Notice-and-Access Provisions") for the Meeting. The Notice-and-Access provisions are a set of rules developed by the Canadian Securities Administrators that reduce the volume of materials that must be physically mailed to Shareholders by allowing the Company to post the Circular and any additional materials online.

Please review the Circular carefully and in full prior to voting as the Circular has been prepared to help you make an informed decision on the matters to be acted upon. The Circular is available under the Company's profile on SEDAR at www.sedar.com and at: <https://criticalminerals.com/corporate/agm>.

Shareholders will still receive this Notice of Meeting and a form of proxy and may choose to receive a paper copy of the Circular. The Company will not use the procedure known as "stratification" in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the Circular to some shareholders with this notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Circular.

Any Shareholder who wishes to receive a paper copy of the Circular should contact the Company at 904 – 409 Granville Street, Vancouver, British Columbia, Canada, V6C1T2 or by toll-free telephone at 1-888-432-0075. Shareholders may also use the toll-free number to obtain additional information about the Notice-and-Access Provisions.

In order to ensure that a paper copy of the Circular can be delivered to a requesting Shareholder in time for such shareholder to review the Circular and return a voting instruction form or proxy prior to the deadline, it is strongly suggested that a Shareholder ensure their request is received no later than **November 29, 2023**.

DATED at Vancouver, British Columbia, this 3rd day of November, 2023.

**BY ORDER OF THE BOARD OF DIRECTORS OF
STILLWATER CRITICAL MINERALS CORP.**

Michael Rowley
President & Chief Executive Officer