



**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING  
OF SHAREHOLDERS OF MKANGO RESOURCES LTD.**

**NOTICE IS HEREBY GIVEN** that an annual general and special meeting (the “**Meeting**”) of the holders of common shares (“**Shareholders**”) of Mkango Resources Ltd. (the “**Corporation**”) to be held at the offices of Fasken Martineau DuMoulin LLP at 2400-333 Bay St, Toronto, Ontario, Canada at the hour of 9:00 a.m. (Toronto time) on October 25, 2023 for the following purposes:

1. to fix the number of directors of the Corporation to be elected at the Meeting at seven;
2. to elect the directors of the Corporation who will serve until the end of the next annual general meeting or until their successors are appointed;
3. to appoint the auditors of the Corporation and to authorize the directors to fix their remuneration;
4. to pass an ordinary resolution, the full text of which is set forth herein, to re-approve the Stock Option Plan;
5. to pass an ordinary resolution, the full text of which is set forth herein, to re-approve the EMI Plan;
6. to pass an ordinary resolution, the full text of which is set forth herein, to re-approve the RSU Plan; and
7. to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

Specific details of the matters to be put before the Meeting are set forth in the Circular. Also enclosed is a form of proxy for the Meeting.

The record date (the “**Record Date**”) for determining those shareholders entitled to receive notice of and to vote at the Meeting is September 11, 2023. Only persons registered as shareholders on the books of the Corporation as of the close of business on the Record Date (“**Registered Shareholders**”) are entitled to receive notice of and to vote at the Meeting and at any adjournment thereof, and no person becoming a Registered Shareholder after the Record Date shall be entitled to receive notice of and to vote at the Meeting or any adjournment thereof. The failure of any Shareholder to receive notice of the Meeting does not deprive the Shareholder of the right to vote at the Meeting.

**Registered Shareholders may vote in person at the Meeting or any adjournment thereof, or they may appoint another person, who need not be a Shareholder, as their proxy to attend and vote in their place. Registered Shareholders who are unable to attend the meeting or any adjournment thereof in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment thereof. To be effective, the proxy must be received by the Corporation’s transfer agent, Computershare Investor Services Inc., 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1. Attention: Proxy Department or you may vote by telephone 1-866-732-8683 (toll free within Canada and USA) or 1-416-263-9524 (outside North America), or by facsimile to 1-866-249-7775 or 1-416-263-9524 (outside North America) or by internet using the 15 digit control number located at the bottom of your proxy at [www.investorvote.com](http://www.investorvote.com). Your proxy or voting instructions must be received no later than 9:00 a.m. (Toronto time) on October 23, 2023 (or such other date that is two business days immediately preceding the date of the Meeting as it may be adjourned or postponed from time to time).**

**Beneficial Holders/Non-Registered Shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form received from their intermediary/broker to ensure that the shares of such shareholder will be voted at the Meeting. If you hold your shares in a brokerage account you are not a Registered Shareholder.**

Dated this 20th day of September, 2023.

By Order of the Board of Directors

“Derek Linfield”

Derek Linfield  
Chairman and Director