


Altius Minerals Corporation

**ALTIUS MINERALS CORPORATION
NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
May 18, 2023**

NOTICE IS HEREBY GIVEN that the annual and special meeting (the “**Meeting**”) of the holders of common shares (“**Common Shares**”) of Altius Minerals Corporation (“**Altius**” or the “**Corporation**”) will be held at the Johnson Geo Centre at 175 Signal Hill Road, St. John’s, NL at 1:00 p.m. (NLT) on Thursday, May 18, 2023. The Corporation is providing shareholders and others with the option to attend the meeting in person or to listen and participate (but not vote) at the Meeting in real time by conference call or webcast at the following coordinates:

CONFERENCE CALL

Dial (+1) 888 886 7786 (international toll free) OR (+1) 416 764 8658, ID: 19857847

WEBCAST LINK

https://viaid.webcasts.com/starthere.jsp?ei=1604644&tp_key=ce6f88ec87

Meeting Business

The Meeting will be held for the following purposes:

1. to receive the annual consolidated financial statements of the Corporation for its financial year ended December 31, 2022, together with the report of the auditors thereon;
2. to appoint the auditors of the Corporation and to authorize the directors to fix the auditors’ remuneration;
3. to elect members of the board of directors of the Corporation;
4. to approve the renewal of the Corporation’s omnibus long-term incentive plan;
5. to consider, and, if thought advisable, pass an advisory resolution on the Corporation’s approach to executive compensation (“Say on Pay”);
6. to confirm the amendment of By-Law No. 1 of the Company to: 1) increase the quorum required at any meeting of Shareholders; 2) enhance electronic access to meetings of Shareholders; and 3) remove the provision entitling the chairman of the board to cast a second or casting vote at meetings of the board in the case of an equality of votes on any question; and
7. to transact such other business as may properly be brought before the Meeting or any adjournment(s) or postponement(s) thereof.

Notice-and-Access and Voting

Particulars of the foregoing matters are set forth in the accompanying Corporation's management information circular (the "**Circular**"). The Corporation has elected to use the notice-and-access provisions under National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 – *Continuous Disclosure Obligations* (collectively, the "**Notice-and-Access Provisions**") of the Canadian Securities Administrators for this 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 of the Corporation by allowing the Corporation to post the Circular and any additional meeting-related materials online. Shareholders will still receive this Notice of Meeting and a form of proxy and may elect to receive a hard copy of the Circular. Shareholders will receive paper copies of a notice package via prepaid mail containing a notice with information prescribed by the Notice and Access Provisions and a form of proxy (if you are a registered shareholder) or a voting instruction form (if you are a non-registered shareholder), in each case with a supplemental mail list return box for shareholders to request they be included in the Corporation's supplementary mailing list for receipt of the Corporation's annual financial statements for the year ended December 31, 2022.

Please review the Circular carefully and in full prior to voting in relation to the matters set out above as the Circular has been prepared to help you make an informed decision on such matters. The Circular is available on the website of the Corporation at <http://www.altiusminerals.com> and under the Corporation's profile on SEDAR and on the Notice and Access Website at <http://docs.tsxtrust.com/2020>. Any shareholder who wishes to receive a paper copy of the Circular should contact the Corporation's transfer agent, TSX Trust Company at 301 – 100 Adelaide Street West, Toronto, Ontario, M5H 4H1, Facsimile: (416) 595-9593, Toll-free: 1-866-600-5869. A shareholder may also use the toll-free number noted above to obtain additional information about the Notice-and-Access Provisions.

DATED at St. John's, Newfoundland and Labrador, March 30, 2023.

By Order of the Board,



John Baker, Chairman of the Board