



**ICONIC MINERALS LTD.**  
**Suite 303, 595 Howe Street**  
**Vancouver, B.C. V6C 2T5**  
**Phone: (604) 336-8614 Facsimile: (604) 718-2808**

## **NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that pursuant to an order (the "**Interim Order**") of the Supreme Court of British Columbia dated April 26, 2023, an annual general and special meeting (the "**Meeting**") of the holders of common shares (the "**Shareholders**") of Iconic Minerals Ltd. ("**Iconic**") will be held at Suite 303, 595 Howe Street, Vancouver, British Columbia at 10:00 a.m. (Vancouver time) on May 26, 2023 for the following purposes:

1. to receive and consider the audited financial statements of Iconic for the fiscal years ended August 31, 2021 and 2022 (with comparative statements relating to the preceding fiscal period), together with the independent auditor's report thereon. See "*Business of the Meeting - Financial Statements*" in the management circular accompanying this notice (the "**Circular**");
2. to appoint Davidson & Company LLP, Chartered Professional Accountants, as auditor of Iconic for the fiscal year ended August 31, 2022, and to authorize the directors to fix the auditors' remuneration, and to ratify and approve the appointment of, and remuneration paid to, Davidson & Company LLP, Chartered Professional Accountants, as auditor of Iconic for the fiscal year ended August 31, 2021. See "*Business of the Meeting - Appointment of Auditor*" in the Circular;
3. to fix the number of directors to be elected for the ensuing year at four (4);
4. to elect directors for the ensuing year. See "*Business of the Meeting - Election of Directors*" in the Circular;
5. to consider and, if thought fit, to pass an ordinary resolution approving, confirming and ratifying Iconic's new stock option plan, as more particularly described in the Circular. See "*Business of the Meeting - Ratification and Approval of Stock Option Plan*" in the Circular;
6. to consider and, if thought fit, to pass an ordinary resolution of the disinterested Iconic Shareholders approving, confirming and ratifying the grant of an aggregate of 8,000,000 incentive stock options to certain directors, officers and consultants of Iconic, as previously approved by the Iconic Board and as more particularly set out in the Circular;
7. 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 out in the Circular, to approve a Plan of Arrangement (the "**Arrangement**") under Part 9, Division 5 of the *Business Corporations Act* (British Columbia) (the "**BCBCA**"), all as more particularly described in the Circular. See "*Business of the Meeting - Arrangement Agreement*" as well as "*The Arrangement*" in the Circular; and
8. to transact such other business as may properly come before the Meeting or any adjournment thereof.

**Reference is made to the Circular for the details of matters to be considered at the Meeting. The full text of the Arrangement Resolution and the Plan of Arrangement are as set forth in Appendix "A" and Appendix "B" hereto, respectively. In order to become effective, the Arrangement Resolution must be approved by (a) at least 66 2/3% of the votes cast by the Shareholders, present in person or by proxy at the Meeting and (b) a majority of votes cast by minority Shareholders present in person or by proxy at the Meeting.**

All Shareholders are invited to attend the Meeting. Only Shareholders at the close of business on April 19, 2023 (the "**Record Date**") are entitled to receive notice of and vote at the Meeting. If you are a registered Shareholder and are unable to attend the Meeting in person, please complete, date and sign the enclosed form of proxy and return it, in the envelope provided, to Computershare Investor Services Inc. at 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1 ("**Computershare**"), so that it is received no later than 10:00 a.m. (Vancouver time) on Wednesday, May 24, 2023, or by 10:00 a.m. (Vancouver time) or the day which is two Business Days prior to the date on which any adjournment or postponement of the Meeting is held. Telephone voting can be completed at 1-866-732-8683, voting by fax can be sent to 1-866-249-7775 or 416-263-9524 and Internet voting can be completed at [www.investorvote.com](http://www.investorvote.com).

If you are a Non-Registered Shareholder, please refer to the section in the Circular entitled "*General Proxy Information – Non-Registered Holders*" for information on how to vote your Iconic shares (the "**Iconic Shares**").

**Pursuant to the Interim Order and the BCBCA, registered Shareholders are entitled to exercise rights of dissent in respect of the proposed Arrangement and, if the Arrangement becomes effective, to be paid fair value for common shares of Iconic ("Iconic Shares") by Iconic Minerals Ltd. Holders of Iconic Shares wishing to dissent with respect to the Arrangement must send a written objection to the registered office of Iconic at Suite 303, 595 Howe Street, P.O. Box 4, Vancouver, British Columbia, V6Z 1S4, Attention: Richard Barnett, prior to the time of the Meeting, such that the written objection is received by Iconic no later than 4:00 pm (Vancouver time) on Wednesday, May 24, 2023 or by 4:00 pm (Vancouver time) on the day which is two Business Days prior to the date on which any adjournment or postponement of the Meeting is held, in order to be effective.**

**A Shareholder's right to dissent is more particularly described in the accompanying Circular and the text of the Interim Order as set forth in Appendix "C" to the Circular. Failure to strictly comply with these requirements may result in the loss of any right of dissent. Persons who are beneficial owners of Iconic Shares registered in the name of a broker, custodian, nominee or other intermediary who wish to dissent should be aware that only the registered holders of such shares are entitled to dissent. Accordingly, a beneficial owner of Iconic Shares desiring to exercise the right of dissent must make arrangements for the Iconic Shares beneficially owned to be registered in their name prior to the time the written objection to the Arrangement Resolution is required to be received by Iconic or, alternatively, make arrangements for the registered holder of such shares to dissent on their behalf.**

DATED at Vancouver, British Columbia, this 28th day of April, 2023.

By Order of the Board of Directors of

Iconic Minerals Ltd.

(Signed) "*Richard Kern*"  
Richard Kern  
Chief Executive Officer