

## STAR ROYALTIES LTD.

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

**NOTICE IS HEREBY GIVEN** that the annual general and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (the “**Common Shares**”) of Star Royalties Ltd. (the “**Company**”) will be held on June 18, 2024 at 2:00 p.m. (Toronto time). The Meeting will be a virtual only meeting. Shareholders can access the Meeting by the following link <https://virtual-meetings.tsxtrust.com/en/1638> and the password is “star2024” (case sensitive). Please note that only registered Shareholders or duly appointed proxyholders who log in with a valid 12-digit control number can vote and ask questions at the Meeting. The Meeting is being held for the following purposes (which are further described in the Company’s management proxy circular (the “**Circular**”) available on SEDAR+ at [www.sedarplus.com](http://www.sedarplus.com)):

1. to receive the audited annual financial statements of the Company for the financial year ended December 31, 2023, together with the report of the auditor’s thereon;
2. to elect the directors of the Company until the next annual general meeting of Shareholders. For more information, see “*Matters to be Considered at the Meeting – Election of Directors*” in the Circular;
3. to consider and, if deemed advisable, pass, with or without variation a resolution, the full text of which is set forth herein, to re-approve the Company’s equity incentive compensation plan. For more information, see “*Matters to be Considered at the Meeting – Approval of Omnibus Plan*” in the Circular;
4. to appoint KPMG LLP as auditor of the Company for the ensuing year and to authorize the directors of the Company to approve the remuneration of the auditor. For more information, see “*Matters to be Considered at the Meeting – Appointment of Auditor*” in the Circular; and
5. to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

Shareholders should refer to the Circular for more detailed information with respect to the matters to be considered at the Meeting.

**A registered Shareholder may attend the Meeting in person (online) or may be represented by proxy. Shareholders unable to attend the Meeting or any adjournment or adjournments thereof in person (online) are requested to date, sign and return the accompanying instrument of proxy (“Instrument of Proxy”) for use at the Meeting or any adjournment or adjournments thereof.** To be effective, the Instrument of Proxy must be mailed so as to reach or be deposited with TSX Trust Company, Attention: Proxy Department, 301 – 100 Adelaide Street West, Toronto ON M5H 4H1 or faxed via 416-595-9593 or voted online at [www.voteproxyonline.com](http://www.voteproxyonline.com) with the 12-digit control number found on the form of Proxy, no later than June 14, 2024 at 2:00 p.m. (Toronto time).

If you are not a registered Shareholder and received this Notice and the Circular through your broker or another intermediary, please complete and return the accompanying Instrument of Proxy or voting instruction form provided to you by such broker or other intermediary, in accordance with the instructions provided therein.

The Company has elected to use the notice-and-access rules (“**Notice and Access**”) under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 – *Continuous Disclosure Obligations* for distribution of the Meeting materials to Shareholders.

Notice and Access is a set of rules that allows issuers to post electronic versions of its proxy-related materials on SEDAR+ and on one additional website, rather than mailing paper copies to Shareholders. The Circular, this Notice of Meeting, the form of proxy, the voting instruction form and the Company’s annual audited consolidated financial statements for the year ended December 31, 2023 and the related management’s discussion and analysis of financial condition and results of operations (the “**Meeting Materials**”) are available at

[www.starroyalties.com/investors/annual-meetings](http://www.starroyalties.com/investors/annual-meetings) and under the Company's profile on SEDAR+ at [www.sedarplus.com](http://www.sedarplus.com) and at <https://docs.tsxtrust.com/2311>. Shareholders are reminded to review the Meeting Materials before voting.

Shareholders may obtain paper copies of the Meeting Materials, or obtain further information about Notice and Access, by contacting the Company's transfer agent, TSX Trust Company, toll free at 1-866-600-5869 or by email at [tsxtis@tmx.com](mailto:tsxtis@tmx.com). A request for paper copies should be received by TSX Trust Company by June 7, 2024 in order to allow sufficient time for the Shareholder to receive the paper copy and return the proxy by its due date.

**DATED** this 3<sup>rd</sup> day of May, 2024.

**BY ORDER OF THE BOARD OF DIRECTORS OF  
Star Royalties Ltd.**  
(signed) "*Alexandre Pernin*"  
Chief Executive Officer and Director