

# NEOTERREX MINERALS INC.

## NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that an annual general and special meeting (the "**Meeting**") of the holders ("**Shareholders**") of common shares ("**Common Shares**") of NeoTerrex Minerals Inc. (the "**Corporation**" or "**NeoTerrex**") will be held on Wednesday, June 18, 2025, at 1, Place Ville Marie, 40th Floor, Montréal, Québec, at the hour of 2:00 p.m. (Montréal time) for the following purposes:

1. to receive the audited financial statements of the Corporation for the financial years ended December 31, 2024 and 2023, together with the report of the auditors thereon;
2. to fix the number of directors to be elected at the Meeting at five (5);
3. to elect the directors of the Corporation to hold office until the next annual meeting of Shareholders;
4. to appoint Raymond Chabot Grant Thornton LLP as auditors of the Corporation to hold office until the next annual meeting of Shareholders and to authorize the board of directors of the Corporation to fix their remuneration;
5. to consider, and if deemed appropriate, pass an ordinary resolution approving the Corporation's stock option plan;
6. to consider, and if deemed appropriate, pass an ordinary resolution confirming By-Law Number 2 of the Corporation relating to the advance notice of nominations of directors of the Corporation; and
7. to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The specific details of the foregoing matters to be put before the Meeting are set forth in the management information circular accompanying this Notice of Annual General and Special Meeting.

**DATED** at Ottawa, Ontario, this 16<sup>th</sup> day of May, 2025.

**BY ORDER OF THE BOARD OF DIRECTORS OF  
NEOTERREX MINERALS INC.**

*"Mathieu Stephens"*

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Mathieu Stephens  
President, Chief Executive Officer, and Director

### **IMPORTANT**

Only Shareholders whose names have been entered in the applicable register of Shareholders as of the close of business on May 14, 2025 are entitled to notice of, and to attend and vote at, the Meeting.

**If you are a registered Shareholder**, please complete and submit the enclosed form of proxy or other appropriate form of proxy. Completed forms of proxy must be received by Computershare Trust Company of Canada, at 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, Attention: Proxy Department or by fax at 1-866-249-7775 (within North America) or at 1-416-263-9524 (outside North America), not less than 48 hours, excluding Saturdays, Sundays and statutory holidays, preceding the Meeting or any adjournment or postponement thereof. You may also vote by phone at 1-866-732-8683 (toll free within North America) or 1-312-588-4290 (outside North America), or by internet voting at [www.investorvote.com](http://www.investorvote.com);

provided that you do so not less than 48 hours, excluding Saturdays, Sundays and statutory holidays, preceding the Meeting or any adjournment or postponement thereof.

**If you are not a registered Shareholder**, please complete the voting instruction form from your intermediary/broker and follow the instructions set out under "*Advice to Beneficial Holders of Common Shares*" in the management information circular accompanying this Notice of Annual General and Special Meeting.