



VELOCITY MINERALS LTD.

Suite 890, 999 West Hastings Street
Vancouver, British Columbia, Canada, V6C 2W2
Telephone: 604-484-1233

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “Meeting”) of shareholders of Velocity Minerals Ltd. (the “Company”) will be held at **Suite 880, 320 Granville Street, Vancouver, British Columbia, Canada** on Tuesday, June 18, 2024 at 9:00 a.m. (PDT) for the following purposes:

1. to receive and consider the audited financial statements of the Company for the fiscal year ended December 31, 2023 (with comparative statements relating to the preceding fiscal period) together with the report of the auditor thereon;
2. to appoint Davidson & Company LLP, Chartered Professional Accountants, as auditor of the Company for the fiscal year ending December 31, 2024 and to authorize the directors to fix the auditor’s remuneration;
3. to set the number of directors at five (5);
4. to elect the directors for the ensuing year;
5. to consider and, if thought fit, to pass an ordinary resolution ratifying and approving the Company’s Stock Option Plan, as more particularly described in the accompanying management information circular; and
6. to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The details of all matters proposed to be put before shareholders at the Meeting are set forth in the management information circular accompanying this Notice of Meeting. At the Meeting, shareholders will be asked to approve each of the foregoing items.

The directors of the Company have fixed April 29, 2024 as the record date for the Meeting (the “Record Date”). Only shareholders of record at the close of business on the Record Date are entitled to vote at the Meeting or any adjournment or postponement thereof.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please exercise your right to vote by completing and returning the accompanying form of proxy and deposit it with Computershare Trust Company of Canada. Proxies must be completed, dated, signed and returned to Computershare Trust Company of Canada, Proxy Department, at 8th Floor, 100 University Avenue, Toronto, Ontario, Canada, M5J 2Y1 by 9:00 a.m. (PDT) on June 14, 2024, or if the Meeting is adjourned or postponed, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the date to which the Meeting is adjourned or postponed. 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.

Late proxies may be accepted or rejected by the Chairman of the Meeting at his discretion and the Chairman of the Meeting is under no obligation to accept or reject any particular late proxy. The Chairman of the

Meeting may waive or extend the proxy cut-off without notice.

If you are a non-registered shareholder, please follow the instructions from your bank, broker or other financial intermediary for instructions on how to vote your shares.

DATED at Vancouver, British Columbia, this 29th day of April, 2024.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ Keith J. Henderson

Keith J. Henderson
President, Chief Executive Officer
and Director



2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS

You are receiving this notification as Velocity Minerals Ltd. (the “Company”) has decided to use the notice and access model for delivery of meeting materials for its 2024 Annual General Meeting (“Meeting”) to its shareholders. This Notice of Meeting is prepared under the notice and access rules that came into effect on February 11, 2013 under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*. Under notice and access, shareholders still receive a proxy or voting instruction form enabling them to vote at the Meeting. However, instead of a paper copy of the management information circular (the “Information Circular”), shareholders receive this notice with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally responsible, as it will help reduce paper use, and will also reduce the cost of printing and mailing materials to shareholders.

MEETING DATE AND LOCATION

Date & Time: Tuesday, June 18, 2024 at 9:00 AM (Vancouver time)

Place: Suite 880 – 320 Granville Street
Vancouver, British Columbia, Canada

SHAREHOLDERS WILL BE ASKED TO CONSIDER AND VOTE ON THE FOLLOWING MATTERS:

Appointment of Auditor: Shareholders will be asked to appoint Davidson & Company LLP, Chartered Professional Accountants as the auditor of the Company for the fiscal year ending December 31, 2024 and to authorize the Company’s directors to fix the auditor’s remuneration. Information may be found in the “Particulars of Matters to be Acted Upon – Appointment and Remuneration of Auditor” section of the Information Circular.

Number of Directors: Shareholders will be asked to set the number of directors of the Company at five (5). Information may be found in the “Particulars of Matters to be Acted Upon – Number of Directors” section of the Information Circular.

Election of Directors: Shareholders will be asked to elect directors of the Company for the ensuing year. Information may be found in the “Particulars of Matters to be Acted Upon – Election of Directors” section of the Information Circular.

Approval of Stock Option Plan: Shareholders will be asked to consider and, if thought fit, to pass an ordinary resolution ratifying and approving the Company’s Stock Option Plan. Information may be found in the “Particulars of Matters to be Acted Upon – Ratification and Approval of Stock Option Plan” section of the Information Circular.

Other Business: Shareholders may be asked to consider other items of business that may be properly brought before the Meeting. Information respecting the use of discretionary authority to vote on any such other business may be found in the “General Proxy Information and Circular Disclosure” section of the Information Circular.

Reference is made to the Information Circular of the Company dated April 29, 2024 which contains additional details concerning the matters outlined above.

SHAREHOLDERS ARE REMINDED TO VIEW THE INFORMATION CIRCULAR FOR THE MEETING PRIOR TO VOTING

WEBSITE WHERE MEETING MATERIALS ARE POSTED:

<https://velocityminerals.com/investors/agm-material/>

Materials for the Meeting may be viewed online at www.sedarplus.ca

HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS:

Shareholders may request paper copies of the materials for the Meeting be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Information Circular was filed on SEDAR via:

Internet: www.velocityminerals.com

Telephone: Toll-free in North America at 1-877-835-7078 (extension 2743#)

Email: apage@velocityminerals.com

Requests should be received at least five (5) business days in advance of the proxy cut-off date set out in the accompanying proxy or voting instruction form in order to receive the meeting materials in advance of the date of the Meeting.

VOTING:

Registered shareholders are asked to return their proxies using one of the following methods at least one business day in advance of the proxy cut-off date as set out in the accompanying proxy:

Internet: www.investorvote.com

Telephone: 1-866-732-VOTE (8683) Toll Free
1-312-588-4290 Direct Dial for registered holders outside of North America

Mail: Computershare Trust Company of Canada, Proxy Dept.
100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, Canada

Non-registered holders are asked to use the voter instruction form provided by your intermediary (bank, trust company or broker) and return it as early as practicable to ensure that it is transmitted on time. It must be received by your intermediary with sufficient time for them to file a proxy by the deadline noted above.

Shareholders with questions about notice and access can email the Company at apage@velocityminerals.com