

**TINCORP METALS INC.**

**Suite 1750 – 1066 West Hastings Street  
Vancouver, British Columbia  
Canada V6E 3X1**

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

**NOTICE IS HEREBY GIVEN** that the 2024 annual general and special meeting (the "**Meeting**") of the shareholders (the "**Shareholders**") of Tincorp Metals Inc. (the "**Company**") will be held at Suite 1750 – 1066 West Hastings Street, Vancouver, British Columbia V6E 3X1 in the main boardroom on **Friday, June 21, 2024 at 9:00 a.m. (Vancouver time)**, and at any adjournment or postponement thereof, for the following purposes:

1. to receive the audited financial statements of the Company for the financial year ended December 31, 2023, together with the report of the auditor thereon;
2. to fix the number of directors of the Company at five (5);
3. to elect directors of the Company for the ensuing year;
4. to re-appoint Deloitte LLP, Independent Registered Public Accounting Firm, as auditors of the Company for the ensuing year, and to authorize the directors to fix the auditors' remuneration;
5. to consider and, if deemed appropriate, to pass with or without variation, an ordinary resolution ratifying, approving and adopting the Company's omnibus equity incentive plan (the "**Omnibus Plan**"), approved by the Company's board of directors on May 11, 2024 and all unallocated awards and entitlements thereunder, as more particularly described in the management information circular accompanying this notice;
6. If the Omnibus Plan is not ratified, approved and adopted by the Shareholders, to re-approve the Company's existing amended and restated stock option plan dated June 9, 2023 (the "**Option Plan**") and all unallocated stock options and entitlements thereunder; and
7. to transact such other business as may properly be brought before the Meeting or at any adjournment thereof.

The directors of the Company have fixed **May 14, 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. Shareholders are entitled to vote at the Meeting either in person or by proxy. Shareholders are encouraged to attend the Meeting. **We encourage you to vote by proxy in advance of the Meeting.**

Shareholders who are unable to attend the Meeting are requested to read, complete, sign, date and return the form of proxy and deliver it to the Company's transfer agent, Computershare Investor Services Inc. ("**Computershare**") A proxy will not be valid unless it is deposited with Computershare (i) by mail using the return envelope or (ii) by hand delivery to Computershare, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1. Alternatively, Shareholders may vote by telephone at 1-866-732- 8683 (toll free within North America) or 1-312-588-4290 (outside North America), by facsimile to 1-866-249-7775 (toll free within North

America) or 1-416-263-9524 (outside North America), or by internet using the 15 digit control number located at the bottom of the proxy at [www.investorvote.com](http://www.investorvote.com). All instructions are listed in the form of proxy. Shareholders' proxy or voting instructions must be received in each case by not less than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays) prior to the time set for the holding of the Meeting, or any adjournment or postponement thereof, unless the Chair of the Meeting elects to exercise his discretion to accept proxies received subsequently.

DATED at the City of Vancouver, in the Province of British Columbia, this 14th day of May 2024.

**BY ORDER OF THE BOARD OF DIRECTORS**

*"Victor Feng"*

**Victor Feng**

**Interim Chief Executive Officer and VP, Corporate Development  
Tincorp Metals Inc.**