STUHINI EXPLORATION LTD.

NOTICE OF
ANNUAL GENERAL MEETING OF SHAREHOLDERS

To be held on December 4, 2024

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shareholders of Stuhini Exploration Ltd. (the "**Company**") will be held at 19th Floor, 885 West Georgia Street, Vancouver, British Columbia, Canada, on Wednesday, December 4, 2024 at 11:00 a.m. (Pacific time) (the "**Meeting**") for the following purposes:

1. to receive the audited consolidated financial statements of the Company for the financial year ended February 29, 2024, with the auditor's report thereon;

2. to elect four directors for the ensuing year;

3. to appoint the Company's auditor for the ensuing year;

4. to approve and confirm the Company's "10% rolling" stock option plan, as amended and restated; and

5. to transact such other business as may properly come before the Meeting or any adjournment thereof.

All matters set forth above for consideration at the Meeting are more particularly described in the accompanying information circular (the "**Information Circular**").

The Company is using the notice-and-access provisions ("**Notice and Access**") under the Canadian Securities Administrators' National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* for the delivery of its Information Circular to its shareholders for the Meeting. Under Notice and Access, instead of receiving paper copies of the Information Circular, shareholders will be receiving a Notice and Access notification with information on how they may obtain a copy of the Information Circular electronically or request a paper copy. Registered shareholders will still receive a Proxy form enabling them to vote at the Meeting. The use of the alternative Notice and Access procedures in connection with the Meeting helps reduce paper use, as well as the Company's printing and mailing costs. The Company will arrange to mail paper copies of the Information Circular to those registered shareholders who have existing instructions on their account to receive paper copies of the Company's meeting materials.

The Information Circular and other Meeting materials will be available at https://docs.tsxtrust.com/2336 as of November 1, 2024 and will remain on the website for one full year thereafter. Meeting materials are also available upon request, without charge, by email at tsxtis@tmx.com or by calling toll free at 1-866-600-5869, or can be accessed online on SEDAR+ at www.sedarplus.ca, as of November 1, 2024.

Only shareholders of record at the close of business on October 11, 2024, will be entitled to receive notice of, and to vote at, the Meeting or any adjournment thereof. Registered shareholders who are unable to or who do not wish to attend the Meeting in person are requested to date and sign the enclosed Proxy form promptly and return it in the self-addressed envelope enclosed for that purpose or by any of the other methods indicated on the Proxy form. To be used at the Meeting, proxies must be received by TSX Trust Company, 301 – 100 Adelaide Street West, Toronto, Ontario, M5H 4H1, no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or, if the Meeting is adjourned, no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time that the Meeting is reconvened. If a registered shareholder receives more than one Proxy form because such shareholder owns shares registered in different names or addresses, each Proxy form should be completed and returned.

If you are a non-registered shareholder of the Company and receive these materials through your broker or through another intermediary, you must complete and return your voting instructions in accordance with the procedures provided by your broker or such other intermediary.

Dated as of the 17th day of October, 2024.

BY ORDER OF THE BOARD

"David O'Brien"

David O'Brien
President and CEO