

FITZROY MINERALS INC.
#1400 – 1050 West Pender Street
Vancouver, BC
V6E 3S7

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of the shareholders of Fitzroy Minerals Inc. (the “**Corporation**”) will be held at 3:00 p.m. (Vancouver time) on Friday, October 24, 2025 at Suite 1400 – 1050 West Pender Street, Vancouver, British Columbia for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for the financial years ended September 30, 2024 and 2023 and accompanying report of the auditor;
2. to fix the number of directors at four;
3. to elect four persons as directors of the Corporation for the ensuing year;
4. to re-appoint DeVisser Gray LLP, Chartered Professional Accountants, as the auditor of the Corporation for the ensuing year at a remuneration to be fixed by the directors;
5. to consider and, if thought fit, to pass, with or without variation, an ordinary resolution to ratify, confirm and approve the 10% rolling stock option plan of the Corporation, as more particularly described in the accompanying information circular of the Corporation (the “**Information Circular**”); and
6. to transact such other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to and expressly made a part of this Notice of Meeting.

Only shareholders of record at the close of business on September 15, 2025 will be entitled to receive notice of, and to vote at, the Meeting or any adjournment(s) or postponement(s) thereof. If you are a registered shareholder of the Corporation and are unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with Odyssey Trust Company (“**Odyssey**”), by mail or personal delivery at Attn: Proxy Department, Suite 1100, 67 Yonge Street, Toronto, ON M5E 1J8, or by fax to Odyssey, to the attention of the Proxy Department at 1-800-517-4553 (toll-free within Canada and the U.S.) or 416-263-9524 (international) or by following the procedure for secure online voting provided in the accompanying form of proxy no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or any adjournment(s) or postponement(s) thereof, unless the chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently. If a registered shareholder receives more than one form of proxy because such shareholder owns shares registered in different names or addresses, each form of proxy should be completed and returned.

If you are a non-registered shareholder of the Corporation and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (the “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia as of the 15th day of September 2025.

FITZROY MINERALS INC.

“Merlin Marr-Johnson”

MERLIN MARR-JOHNSON
President, Chief Executive Officer and Director