

**KENADYR METALS CORP.**  
Suite 1507 – 1030 West Georgia Street  
Vancouver, B.C. V6E 2Y3  
Telephone: (604) 569-2963  
info@kenadyr.com

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

**Notice is hereby given** that an annual general and special meeting (the “**Meeting**”) of Shareholders of **Kenadyr Metals Corp.** (the “**Company**”) will be held at Suite 1507 - 1030 West Georgia Street, Vancouver British Columbia, on Thursday, December 7, 2023 at 10:00 a.m. (Pacific Time) for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Company for its financial year ended December 31, 2022, and the report of the auditor thereon;
2. to elect directors of the Company for the ensuing year;
3. to appoint Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and to authorize the Directors to fix their remuneration;
4. to consider and, if thought fit, to pass a special resolution approving the sale of the Company’s wholly owned subsidiary Kenadyr Mining Corp., as more particularly described in the accompanying Information Circular;
5. to consider and, if though fit, to pass an ordinary resolution approving the continuation of the Company’s 10% “rolling” share option plan, as more particularly described in the accompanying Information Circular; and
6. To consider any permitted amendment to or variation of any matter identified in this Notice and to transact such other business as may properly come before the Meeting or at any adjournment thereof.

An Information Circular accompanies this notice. The Information Circular contains details of matters to be considered at the Meeting.

The board of directors of the Company has fixed the close of business on November 2, 2023 as the record date, being the date for the determination of shareholders entitled to receive notice of, and to vote at, the Meeting and any adjournment or postponement thereof.

No other matters are contemplated, however any permitted amendment to or variation of any matter identified in this notice may properly be considered at the Meeting.

**A shareholder who is unable to attend the Meeting in person and who wishes to ensure that such shareholder’s shares will be voted at the Meeting is requested to complete, date and execute the enclosed form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.**

**If you hold your shares in a brokerage account you are not a registered shareholder. Unregistered (beneficial) shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that their shares will be voted at the Meeting.**

Registered shareholders as of the record date have the right to dissent in respect of the Transaction Resolution (as defined in the Information Circular) and to be paid an amount equal to the fair value of their common shares of the Company, provided that they have strictly complied with the dissent procedures set forth in the *Business Corporations Act* (British Columbia). The dissent rights and procedures are described in the Information Circular. Failure to comply strictly with the dissent procedures described in the Information Circular may result in the loss of any dissent rights. A Shareholder considering exercising dissent rights should seek independent legal advice. See the section entitled “*Particulars of Matters to be Acted Upon – Approval of Sale of Kenadyr Mining Corporation*” and Schedule “A” and Schedule “B” in the accompanying Information Circular.

**THE BOARD OF DIRECTORS AND MANAGEMENT REQUEST ALL SHAREHOLDERS  
VOTE BY PROXY AND NOT ATTEND THE MEETING IN PERSON.**

**DATED** at Vancouver, British Columbia this 8<sup>th</sup> day of November, 2023.

**BY ORDER OF THE BOARD**

*“Timothy McCutcheon”*

**Timothy McCutcheon  
Chief Executive Officer**