



## NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general and special meeting (the "**Meeting**") of the holders (the "**Shareholders**") of common shares ("**Common Shares**") of ATEX Resources Inc. (the "**Company**") will be held at the date, time and location below:

Date and Time	Location
June 22, 2026, at 11:00 a.m. (Toronto time)	Bennett Jones LLP Suite 3400, One First Canadian Place 100 King Street West Toronto, Ontario, Canada, M5X 1A4

At the Meeting, Shareholders will be asked:

- (a) to receive the Company's audited financial statements for the 15-month period ended December 31, 2025, together with the report of the auditors thereon;
- (b) to set the number of directors of the Company at six until such time as the Company continues from the Province of British Columbia into the Province of Ontario;
- (c) to elect the directors of the Company for the ensuing year;
- (d) to appoint MNP LLP as auditor of the Company for the ensuing year and to authorize the directors of the Company to fix the auditor's remuneration;
- (e) to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution to approve the Company's new omnibus incentive plan (the "**Omnibus Incentive Plan**");
- (f) to consider and, if deemed advisable, to pass, with or without variation, a special resolution (the "**Continuance Resolution**") authorizing (i) the continuance of the Company from the Province of British Columbia into the Province of Ontario and to effect, at such time as the directors of the Company deem appropriate, such continuance from the *Business Corporations Act* (British Columbia) ("**BCBCA**") to the *Business Corporations Act* (Ontario) (the "**OBCA**"), (ii) the repealing of the Company's existing articles under the BCBCA, and (iii) the filing of articles of continuance by the Company under the OBCA;
- (g) to consider and, if deemed advisable, to pass, with or without variation, a special resolution (the "**Director Number Resolution**") to authorize the board of directors of the Company, conditional upon and to be effective upon the Continuance, to set the number of directors from time to time within the minimum and maximum number of directors to be set forth in the articles of the Company, in accordance with Section 125(3) of the OBCA;
- (h) to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution (the "**By-Law Resolution**") to adopt a new general by-law of the Company ("**By-Law No. 1**"), conditional upon the Continuance of the Company from the BCBCA to the OBCA, all as more particularly described in the Information Circular effective upon Continuance; and
- (i) to transact such other business as may properly be brought before the Meeting or any adjournment or postponement thereof.

The board of directors of the Company (the "**Board**") has fixed May 8, 2026, as the record date (the "**Record Date**") for determining the Shareholders who are entitled to receive notice of and vote at the Meeting. Only Shareholders whose names have been entered in the registers of the Company as at the close of business on the Record Date will be entitled to receive notice of and vote at the Meeting.

**As a Shareholder, it is very important that you read the accompanying management information circular dated May 8, 2026 (the "Circular") and other Meeting Materials (as defined hereunder) carefully. They contain important information with respect to voting your Common Shares and attending and participating at the Meeting.**

### **Notice-and-Access**

The Company is using notice-and-access ("**Notice-and-Access**") to distribute the Company's audited financial statements for the 15-month period ended December 31, 2025, the report of the auditors thereon, the related management discussion & analysis, the Circular and any other proxy-related materials to Shareholders (the "**Meeting Materials**"). Notice-and-Access is a set of rules established by the Canadian Securities Administrators that allows reporting issuers to post electronic versions of proxy-related materials rather than mailing paper copies to Shareholders. The use of Notice-and-Access will reduce the Company's printing and mailing costs and is more environmentally friendly as it will help to reduce paper use.

The Meeting Materials are available electronically on SEDAR+ ([www.sedarplus.ca](http://www.sedarplus.ca)) under the Company's issuer profile and on the Company's website ([www.atexresources.com](http://www.atexresources.com)).

Shareholders may request to receive paper copies of the Meeting Materials by mail, free of charge. Requests may be made up to one year from the date the Meeting Materials were filed on SEDAR+. Should you wish to receive a paper copy of the Meeting Materials or if you have any questions about Notice-and-Access, please contact our transfer agent, TSX Trust, by calling toll-free, within North America, at +1 (866) 600-5869, or by email at [tsxtis@tmx.com](mailto:tsxtis@tmx.com). A paper copy will be sent to you within three business days of receiving your request if received in advance of the Meeting or within ten calendar days if a request is received on or after the date of the Meeting. If you wish to receive a paper copy of any of these documents before the June 18, 2026 voting deadline, please contact TSX Trust Company in advance of 4:00 p.m. (Toronto time) on June 11, 2026.

### **Voting**

All Shareholders are invited to attend the Meeting and may attend in person or may be represented by proxy. A "beneficial" or "non-registered" Shareholder will not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his/her/its broker; however, a beneficial Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote the Common Shares in that capacity. Only Shareholders as of the Record Date are entitled to receive notice of and vote at the Meeting. Shareholders who are unable to attend the Meeting in person are requested to complete, date and sign the enclosed form of proxy and return it in the envelope provided. To be effective, the enclosed form of proxy must be deposited with TSX Trust by mail or by facsimile Attention: Proxy Department at (416) 595-9593, or online at [www.voteproxyonline.com](http://www.voteproxyonline.com). In order to be valid and acted upon at the Meeting, the duly completed form of proxy must be received prior to 11:00 a.m. (Toronto time) on June 18, 2026 (the "**Proxy Deadline**") or be deposited with the Secretary of the Company before the commencement of the Meeting or of any adjournment thereof. Notwithstanding the foregoing, the Chair of the Meeting has the discretion to accept proxies received after such deadline. If you are a non-registered holder of Common Shares and have received these materials through your broker, custodian, nominee or other intermediary, please complete and return the voting instruction form provided to you by your broker, custodian, nominee or other intermediary in accordance with the instructions provided therein. Shareholders are reminded to review the Circular before voting.

DATED this 8<sup>th</sup> day of May, 2026.

### **BY ORDER OF THE BOARD OF DIRECTORS**

Craig J. Nelsen  
Chair of the Board of Directors