

**RESOURO STRATEGIC METALS INC.**  
**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that a special meeting (the “**Meeting**”) of all of the shareholders of Resouro Strategic Metals Inc. (the “**Company**”) will be held as a virtual shareholders’ meeting on Tuesday, January 16, 2024, at 10:00 AM (Eastern Standard Time), for the following purposes at the time and for the purposes set forth in the attached Notice of Meeting and at any adjournment thereof:

1. to consider and, if deemed advisable, to pass, with or without variation, an: (i) ordinary resolution; and (ii) ordinary resolution of disinterested shareholders, to amend the stock option plan, to, among other things, permit the Company to issue stock options exercisable for up to 14,193,752 common shares of the Company (“**Common Shares**”), being 20% of the current issued and outstanding Common Shares, a copy of such amended stock option plan is attached hereto as Schedule “A” (the “**Amended Option Plan**”);
2. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution of disinterested shareholders to approve the grant of 4,000,000 options with an exercise price of \$0.20 per Common Share to Christopher Eager, the President and Chief Executive Officer of the Company, under the Amended Option Plan (the “**Acquisition Warrants**”), which grant would exceed the 10% limit of allowable options or Security Based Compensation to be granted to Insiders, as each such term is defined by the TSX Venture Exchange’s (the “**TSXV**”) policies, at any point in time and which grant would exceed the 5% limit of allowable options or Security Based Compensation to be granted to any one person in any one-year period;
3. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution of disinterested shareholders to approve the issuance of additional options equal to up to 10% of the issued and outstanding common shares of the Company to Insiders of the Company within the next 12 month period, in excess of the grant of the Acquisition Warrants;
4. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution of disinterested shareholders to approve the issuance of additional options equal to up to 5% of the issued and outstanding common shares of the Company to Christopher Eager, President and Chief Executive Officer of the Company within the next 12 month period, in excess of the grant of the Acquisition Warrants; and
5. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

This notice is accompanied by a management information circular (the “**Information Circular**”) and form of proxy or voting instruction form, as applicable.

The board of directors of the Company has by resolution fixed the close of business on December 15, 2023, as the record date for the Meeting, being the date for the determination of the registered holders of the common shares of the Company entitled to notice of and to vote at the Meeting and any adjournments or postponements thereof (the “**Record Date**”).

Information relating to the items above is set forth in the Information Circular. Only shareholders of record as of the Record Date, are entitled to notice of the Meeting and to vote at the Meeting and at any adjournment or postponement thereof. Shareholders are encouraged to vote their proxy either: online @ [www.agmconnect.com/resouro2024](http://www.agmconnect.com/resouro2024) or by mail-complete, date and sign the enclosed form of proxy, and to return it in the envelope provided.

Registered Shareholders who are unable to attend the virtual Meeting are requested to complete, sign and date the accompanying form of proxy or voting instruction form in accordance with the instructions provided therein and in the Information Circular and return it in accordance with the instructions and timelines set forth in the Information Circular. Non-registered (or beneficial) shareholders who have not duly appointed themselves as proxyholder will be able to attend the virtual Meeting as “guests”, but will not be able to participate, submit questions or vote at the virtual Meeting.

**Only persons registered as shareholders on the records of the Company as of the close of business on the Record Date are entitled to receive notice of, and to vote or act, at the Meeting. No person who becomes a shareholder after the Record Date will be entitled to vote or act at the Meeting or any adjournment thereof. If a 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 as indicated in the proxy form.**

DATED at Toronto, Ontario as of the 15<sup>th</sup> day of December 2023.

BY ORDER OF THE BOARD OF DIRECTORS

(SIGNED) "Christopher Eager"

Christopher Eager

President, Chief Executive Officer and Director