



Medaro Mining Corp.  
220 - 333 Terminal Avenue  
Vancouver, BC V6A 4C1  
Tel: (604) 800-0203

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

**NOTICE IS HEREBY GIVEN** that the **Annual General and Special Meeting** (the “**Meeting**”) of the holders of common shares (“**Shareholders**”) of **MEDARO MINING CORP.** (the “**Company**”) will be held at **220 – 333 Terminal Avenue, Vancouver, British Columbia, V6A 4C1**, on **Wednesday, April 23, 2025**, at **10:00 a.m. (Pacific Time)** for the following purposes:

1. to receive and consider the audited financial statements of the Company, together with the auditor’s reports thereon, for the financial years ended September 30, 2024, September 30, 2023, and September 30, 2022;
2. to fix the number of directors to be elected at the Meeting at five (5);
3. to elect directors of the Company to hold office until the next annual general meeting of Shareholders;
4. to appoint Crowe MacKay LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and to authorize the directors of the Company to fix the remuneration to be paid to the auditor;
5. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution to approve the Company’s existing equity incentive plan, dated for reference August 5, 2021, and all unallocated awards thereunder, as more particularly described in and appended to the Management Information Circular of the Company dated March 10, 2025 (the “**Circular**”);
6. to consider, and if deemed advisable, to pass with or without variation, a special resolution approving a consolidation of all of the issued and outstanding common shares of the Company on a maximum basis of five (5) pre-consolidation common shares of the Company for one (1) post-consolidation common share of the Company, and authorizing the board of directors of the Company to determine the consolidation ratio within such range, as more particularly set forth in the accompanying Circular; and
7. to transact such other business as may be properly brought before the Meeting or any adjournment thereof.

This Notice is accompanied by the Circular, a form of proxy or voting instruction form, and a financial statements request form. The Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. Shareholders are advised to review the Circular before voting.

Although no other matters are contemplated, the Meeting may also consider the transaction of such other business, and any permitted amendment to or variation of any matter identified in this Notice, as may properly come before the Meeting and any adjournment thereof.

The board of directors of the Company (the “**Board**”) has fixed Monday, March 10, 2025, as the record date (the “**Record Date**”) for determining Shareholders who are entitled to receive notice of and to vote

## NOTICE OF MEETING

at the Meeting. Only Shareholders of record at the close of business on the Record Date will be entitled to vote at the Meeting or any adjournment thereof.

Registered Shareholders unable to attend the Meeting in person and who wish to ensure that their common shares (“**Shares**”) will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of proxy and in the Circular **no later than Monday, April 21, 2025, at 10:00 a.m. (Pacific Time), at 10:00 a.m. (Pacific Time), the cut-off time for the deposit of proxies prior to the Meeting.**

Non-registered (or beneficial) Shareholders who plan to attend the Meeting must **follow the instructions set out in the voting instruction form.** If you hold your Shares in a brokerage account, you are a non-registered (or beneficial) Shareholder. If voting by proxy, please **carefully follow the instructions of your broker or intermediary in order to ensure your Shares are voted at the Meeting.**

**DATED** at Vancouver, British Columbia, this **10<sup>th</sup>** day of **March 2025**.

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

*/s/ Faizaan Lalani*

\_\_\_\_\_  
Faizaan Lalani  
President, Interim Chief Executive Officer,  
and Director