



# NOBLE MINERAL EXPLORATION INC.

## NOBLE MINERAL EXPLORATION INC. Notice of Annual General and Special Meeting of Shareholders

TAKE NOTICE that the Annual General and Special Meeting (the “**Meeting**”) of the shareholders of NOBLE MINERAL EXPLORATION INC. (the “**Company**”) will be held in a virtual format only on Wednesday, February 28, 2024 at 10:00 a.m. (Canada/Eastern Time) for the following purposes:

1. To receive and consider the Company’s financial statements for the year ended August 31, 2023, and the auditors’ report thereon;
2. To re-elect the directors as nominated by management of the Company;
3. To re-appoint MNP LLP as the auditors of the Company for the ensuing year and to authorize the directors of the Company to fix the remuneration of the auditors;
4. To re-approve the Amended and Restated 2022 Equity Incentive Plan for the Company;
5. To repeal all existing by-laws of the Company and confirm a new general By-Law no. 1C of the Company; and
6. To approve such other business as may properly come before the Meeting or any adjournment thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the management information circular (the “**Circular**”) prepared for the Meeting. **Shareholders are reminded to review the Circular carefully before voting as the Circular has been prepared to help them make an informed decision.**

In keeping with the practice of recent shareholder meetings, the Company will hold the Meeting in a virtual format only to encourage a larger attendance and to mitigate risks to the health and safety of shareholders and other stakeholders. **No one will be able to attend the Meeting in person.** To join the Meeting by video-conference, shareholders should go to the following website address on a computer or mobile device, and enter the specified meeting ID number. Shareholders wishing to attend by telephone should call the number noted below:

**Date and Time:** Wednesday, February 28, 2024 at 10:00 a.m. (Canada/Eastern Time)  
**Website Address:** <https://us02web.zoom.us/j/86178992981>  
**Telephone No.:** 647-374-4685  
**Meeting ID:** 861 7899 2981  
**Passcode:** 681736

Registered shareholders and duly appointed proxyholders will be asked to properly identify themselves at the beginning of the Meeting. To ensure a smooth Meeting, Noble is asking participants to log into/dial into the meeting by 9:45 a.m. (Canada/Eastern Time) on Wednesday, February 28<sup>th</sup>. Instructions will be provided at the beginning of the Meeting as to how the voting will be conducted at the Meeting. Please ensure that you are connected at all times to be able to vote.

The record date for the determination of shareholders entitled to receive notice of and to vote at the Meeting is at the close of business on January 11, 2024 (the “**Record Date**”). Shareholders whose names have been entered in the register of shareholders at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting.

The Company has elected to use the notice-and-access provisions under *National Instrument 54-101* and *National Instrument 51-102* (“**Notice-and-Access**”) to distribute Meeting materials to shareholders. Notice-and-Access is a set of rules that allow reporting issuers to post electronic versions of proxy-related materials on SEDAR+ and on one additional website, 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. Shareholders have the right to request hard copies of any materials posted online by the Company under Notice-and-Access. Meeting materials, including the Circular, are available under the Company’s SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca) and on TSX Trust Company’s website at <http://docs.tsxtrust.com/2165>.

The Company will provide to any shareholder, free of charge, upon request to the Company’s transfer agent, TSX Trust Company, telephone no.: 1-866-600-5869 or e-mail: [tsxtis@tmx.com](mailto:tsxtis@tmx.com), a paper copy of the Circular and any financial statements or management discussion and analysis of the Company filed with the applicable securities regulatory authorities during the past year. In order to allow reasonable time for you to receive and review a paper copy of the Circular or other document prior to the proxy deadline, you should make your request for a paper copy to the Company’s transfer agent by February 16, 2024.

A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit their duly executed form of proxy no later than 10:00 a.m. (Canada/Eastern Time) on February 26, 2024 or, if the Meeting is adjourned, not less than 48 hours preceding the time of the adjournment (excluding Saturdays, Sundays and holidays) or delivered to the Chairman on the day of the Meeting or any adjournment thereof.

A form of proxy solicited by management of the Company for the Meeting is enclosed herewith.

Shareholders who are unable to attend the Meeting are requested to sign and return (by fax to 416-595-9593 or by mail in the envelope provided for that purpose) such form of proxy, or to vote online as per the online voting instructions delivered with the proxy.

DATED this 12<sup>th</sup> day of January 2024.

By Order of the Board

*“H. Vance White”*

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H. Vance White, President and CEO