



**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS  
TO BE HELD ON SEPTEMBER 7, 2023**

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of holders (the “**Shareholders**”) of common shares of Armor Minerals Inc. (“**Armor**” or the “**Company**”) will be held at Suite 555 – 999 Canada Place, Vancouver, BC, Canada V6C 3E1 on Thursday, September 7, 2023 at 11:30am (Vancouver time), for the following purposes:

1. To receive the audited consolidated financial statements of the Company for the financial year ended March 31, 2023, together with the Auditors’ report thereon;
2. To elect directors of the Company for the ensuing year;
3. To appoint Davidson & Company LLP, Chartered Professional Accountants, as Auditors of the Company until the next annual general meeting and to authorise the directors to fix their remuneration;
4. To approve the Company’s Stock Option Plan; and
5. To transact such other business as may properly be brought before the Meeting and any adjournment or postponement thereof.

Accompanying this Notice of Meeting is a Management Information Circular (“**Circular**”), which provides additional information relating to the business to be conducted at the Meeting, a form of proxy (the “**Proxy**”) or voting instruction form (the “**VIF**”), and a form whereby Shareholders may request that the Company’s annual and/or interim financial statements and corresponding management’s discussion and analysis be mailed to them.

The board of directors of the Company has fixed a record date as of the close of business on July 19, 2023 for the purpose of determining the Shareholders of record that will be entitled to receive notice of and to vote at the Meeting or any adjournment or postponement thereof.

**Notice and Access**

The Company is using the notice-and-access provisions (“**Notice and Access**”) under the Canadian Securities Administrators’ National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* for the delivery of the Circular for the Meeting to its Shareholders.

Under Notice and Access, instead of receiving paper copies of the Circular, Shareholders will be receiving a Notice and Access notification with information on how they may obtain a copy of the Circular electronically or request a paper copy. Registered Shareholders will still receive a proxy form enabling them to vote at the Meeting. The use of Notice and Access in connection with the Meeting helps reduce paper use, as well as the Company’s printing and mailing costs. The Company will arrange to mail paper copies of the Circular to those registered Shareholders who have existing instructions on their account to receive paper copies of the Company’s Meeting materials.

The Company urges Shareholders to review the Circular before voting.

### **Accessing Meeting Materials Online**

The Meeting materials can be viewed online under the Company's profile at [www.sedar.com](http://www.sedar.com) or at <http://www.armorminerals.com/investors/agm>.

### **Requesting Printed Meeting Materials**

Any Shareholder who wishes to receive a paper copy of the Circular should contact the Company by telephone toll-free at 1-888-442-2224 or by email at [info@armorminerals.com](mailto:info@armorminerals.com).

**Proxies are being solicited by management of the Company. Registered Shareholders who are unable to be present in person at the Meeting are requested to date, complete and sign the enclosed Proxy and return it in the addressed envelope provided for that purpose (or use the communication means provided in the Proxy). To be valid, the completed Proxy must be deposited with the Company's transfer agent, Computershare Investor Services Inc. (the "Transfer Agent") at the following address: Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1 not less than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or any adjournment or postponement thereof.**

**If you are a non-registered Shareholder and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or such other intermediary. If you do not complete and return the materials in accordance with such instructions, you may lose your right to vote at the Meeting.**

DATED at Vancouver, British Columbia this 20<sup>th</sup> day of July 2023.

**BY ORDER OF THE BOARD OF DIRECTORS  
OF ARMOR MINERALS INC.**

*/s/ Richard W. Warke*

Richard W. Warke  
President & CEO