

CLINCH RESOURCES LTD.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (“**Common Shares**”) in the capital of Clinch Resources Ltd. (the “**Company**”) will be held virtually via live audio webcast available online using the TSX Trust Company meeting platform at <https://virtual-meetings.tsxtrust.com/1941>, password: clinch2026 (case sensitive), on Tuesday, June 30, 2026, at 11:00 a.m. (Eastern Time) for the following purposes:

- (i) to receive and consider the audited consolidated financial statements of the Company for the years ended December 31, 2025 and 2024 and the report of the auditors thereon;
- (ii) to elect the directors of the Company for the ensuing year;
- (iii) to appoint Coulter & Justus, P.C., as auditors of the Company for the ensuing year and to authorize the directors to fix their remuneration; and
- (iv) to transact such other business as may properly come before the Meeting or any adjournments thereof.

This notice is accompanied by a form of proxy and the management information circular of the Company dated May 15, 2026 (the “**Circular**”) which sets forth the specific details of the matters to be considered at the Meeting. Shareholders are encouraged to read the Circular and other Meeting materials carefully, as they contain important information with respect to voting your Common Shares and attending and participating at the Meeting.

Notice and Access

For the Meeting, the Company has elected to use the notice-and-access provisions under National Instrument 51-102 - *Continuous Disclosure Obligations* and National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* (collectively, the “**Notice-and-Access Provisions**”) to reduce its mailing costs and volume of paper with respect to the materials distributed for the purpose of the Meeting. The Notice-and-Access Provisions are a set of rules that permit the Company to post the relevant proxy-related materials online rather than making a traditional physical delivery of such materials. Shareholders will still receive a form of proxy or voting instruction form, as the case may be, and a financial statement request form. The Company will not use procedures known as “stratification” in relation to the use of the Notice-and-Access Provisions.

As described in the notice and access notification delivered to Shareholders, the Company has decided to deliver the proxy-related materials to Shareholders by posting the proxy-related materials on its website at www.clinchresources.com/investors/ (under the “Investors” page), at <https://docs.tsxtrust.com/mlf1xp85za> and under the Company’s issuer profile on SEDAR+, accessible at www.sedarplus.ca. The proxy-related materials will be available on the Company’s website for one full year thereafter, and will also be available on SEDAR+ at www.sedarplus.ca.

If you have any questions regarding notice-and-access, please contact the Company’s registrar and transfer agent, TSX Trust Company, toll-free in North America at 1-866-600-5869 or by email at tsxtis@tmx.com.

General

The board of directors of the Company (the “**Board**”) has fixed the close of business on May 15, 2026 as the record date for the determination of holders of Common Shares entitled to notice of the Meeting and any

adjournments thereof. Only Shareholders of record at the close of business on May 15, 2026, will be entitled to vote at the Meeting.

Registered holders of Common Shares (being those persons whose names appear on the records of the Company as the registered holders of Common Shares) and duly appointed proxyholders can attend, participate and vote at the Meeting virtually via live audio webcast available online using the TSX Trust Company meeting platform at <https://virtual-meetings.tsxtrust.com/1941>, password: clinch2026 (case sensitive). Non-registered Shareholders (being Shareholders who hold their Common Shares through a broker, investment dealer, bank, trust company, custodian, nominee or other intermediary, or a nominee of any of the foregoing that holds your securities on your behalf (each, an “**intermediary**”)) who have not duly appointed themselves as proxyholder will be able to virtually attend as guests. Guests will be able to virtually attend and listen to the Meeting but will not be able to ask questions or vote at the Meeting. If you are a Non-registered Shareholder of the Company and received this Notice of Meeting and accompanying materials through an intermediary, please complete and return the materials in accordance with the instructions provided to you by your intermediary.

The persons named in the enclosed form of proxy are directors or officers of the Company. **A Shareholder has the right to appoint a person or company (who need not be a shareholder of the Company) to attend and vote for and on behalf of him, her, them or it at the Meeting, other than the person designated in the enclosed form of proxy.** A Shareholder who wishes to appoint a person other than the management nominees identified on the form of proxy or voting instruction form to represent them at the Meeting may do so by submitting their proxy or voting instruction form (as applicable) appointing such third party proxyholder. To appoint a third party proxyholder, insert such person’s name in the blank space provided in the form of proxy or voting instruction form (if permitted) and follow the instructions for submitting such form of proxy or voting instruction form.

If you are a Registered Shareholder and you want to appoint someone else (other than the management nominees) to vote online at the Meeting, you must first submit your proxy indicating who you are appointing. You or your appointee must then register with TSX Trust Company in advance of the Meeting by emailing tsxtrustproxyvoting@tmx.com the “Request for Control Number” form, which can be found at <https://tsxtrust.com/resource/en/75>. If you are a Non-registered Shareholder and want to vote online at the Meeting, you must appoint yourself as proxyholder and register with TSX Trust Company in advance of the Meeting by emailing tsxtrustproxyvoting@tmx.com the “Request for Control Number” form, which can be found at <https://tsxtrust.com/resource/en/75>. **A failure to register the proxyholder with TSX Trust Company will result in the proxyholder not receiving a control number to participate in the Meeting and only being able to attend as a guest. Guests will not be permitted to vote or ask questions at the Meeting.**

If you are not able to be present at the Meeting virtually, please exercise your right to vote by signing and returning the enclosed form of proxy to the Company’s registrar and transfer agent, TSX Trust Company, in accordance with the instructions set forth therein. The proxy must be deposited with TSX Trust Company no later than 48 hours before the time set for the holding of the Meeting or any adjournment or postponement thereof (excluding Saturdays, Sundays and holidays in the Province of British Columbia). Late proxies may be accepted or rejected by the Chair of the Meeting in their discretion, and the Chair is under no obligation to accept or reject any particular late proxies.

Virtual Meeting Information

The Company has elected to hold the Meeting in a virtual-only format, to be conducted via live audio webcast over the Internet, as the Company believes that a virtual Meeting will lead to greater Shareholder attendance and participation.

All Shareholders who wish to attend the virtual Meeting must carefully follow the procedures described in detail in the Circular in order to vote and ask questions via the live audio webcast. Non-registered Shareholders who do not follow the procedures set out in the Circular will be able to listen to the live audio webcast of the Meeting, but will not be able to ask questions or vote. The Company firmly believes that a virtual meeting gives all Shareholders an equal opportunity to participate regardless of their geographic location. Shareholders who are unable to attend the Meeting virtually are strongly encouraged to complete, date, sign and return, as applicable, the form of proxy (in the case of registered Shareholders) or voting instruction form (in the case of non-registered Shareholders) so that as many Shareholders as possible are represented at the Meeting.

In order to attend the Meeting virtually, Shareholders are required to visit <https://virtual-meetings.tsxtrust.com/1941> at least fifteen (15) minutes prior to the start of the Meeting. Once in the Meeting, Shareholders will be required to provide the password (clinch2026) and enter their control number to vote at the Meeting. Alternatively, Shareholders can take steps to submit their votes by proxy by following the instructions described in the Circular.

DATED at Knoxville, Tennessee this 15th day of May, 2026.

BY ORDER OF THE BOARD

(Signed) “*Marc Marzotto*”

Chairman