

**NOTICE AND ACCESS NOTIFICATION OF
ANNUAL GENERAL & SPECIAL MEETING OF SHAREHOLDERS
to be held on June 14, 2024**

O3 Mining Inc. ("**O3**" or the "**Corporation**") has chosen to use the notice and access model for delivery of meeting materials to its shareholders. Under notice and access, shareholders still receive a proxy or voting instruction form enabling them to vote at the shareholders' meeting. However, instead of receiving a paper copy of the Information Circular (as defined herein), shareholders receive this notice explaining how to access such materials electronically.

The meeting will be held on Friday, June 14, 2024 at 10:00 a.m. (Toronto time) at the offices of Bennett Jones LLP, located at One First Canadian Place, Suite 3400, Toronto, Ontario, Canada, M5X 1A4 (the "**Meeting**").

The Meeting is being held for the following purposes:

1. to receive and consider the consolidated financial statements of the Corporation for the year ended December 31, 2023, together with the report of the auditor thereon, as more particularly described under heading "*Business of the Meeting – Financial Statements*" of the Information Circular;
2. to elect directors of the Corporation for the ensuing year, as more particularly described under heading "*Business of the Meeting – Election of Directors*" of the Information Circular;
3. to appoint PricewaterhouseCoopers LLP, Chartered Professional Accountants, as the auditor of the Corporation for the ensuing year and to authorize the directors to determine the remuneration to be paid to the auditor, as more particularly described under heading "*Business of the Meeting – Appointment of Auditor*" of the Information Circular;
4. to consider, and if deemed advisable, to pass, with or without variation, an ordinary resolution to approve the 10% rolling Stock Option Plan of the Corporation, as more particularly described under heading "*Business of the Meeting – Re-Approval of Existing 10% Rolling Stock Option Plan*" of the Information Circular; and
5. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the management information circular of the Corporation dated April 22, 2024 (the "**Information Circular**").

Registered shareholders who are unable to attend the Meeting are requested to complete, sign, date and return the enclosed proxy. A proxy will not be valid unless it is returned to the Corporation's registrar and transfer agent, Odyssey Trust Company: (i) by mail to Odyssey Trust Company, 702-67 Yonge Street, Toronto, Ontario, M5E 1J8, Attention: Proxy Department; (ii) by hand delivery to Odyssey Trust Company, 702-67 Yonge Street, Toronto, Ontario, M5E 1J8; or (iii) by internet by using the control number located at the bottom of your form of proxy at <https://login.odysseytrust.com/pxlogin>, in each case, not less than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto) before the time fixed for the Meeting or any adjournments or postponements thereof.

If you are a non-registered Shareholder of the Corporation and received this Notice and accompanying materials through a broker, a financial institution, a participant, or a trustee or administrator of a retirement savings plan, retirement income fund, education savings plan or other similar savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (each, an "**Intermediary**"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

Notice and Access

The Corporation is utilizing the Notice-and-Access Provisions that came into effect on February 11, 2013 under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("NI 54-101") and National Instrument 51-102 – *Continuous Disclosure Obligations* ("NI 51-102") for distribution of this Information Circular to Shareholders.

The Notice-and-Access Provisions are a set of rules which allow reporting issuers to post electronic versions of proxy-related materials (such as proxy circulars and annual financial statements) on-line, via the System for Electronic Document Analysis and Retrieval+ ("**SEDAR+**") and one other website, rather than mailing paper copies of such materials to Shareholders. Electronic copies of this Information Circular, financial statements of the Corporation for the year ended December 31, 2023 ("**Financial Statements**") and the related management's discussion and analysis of the Corporation's for the year ended December 31, 2023 (the "**Annual MD&A**") are available on SEDAR+ (www.sedarplus.ca) under the Corporation's issuer profile and also on the Corporation's website (<https://o3mining.com/investors/#inv-shareholders>).

The Corporation will not use procedures known as "**stratification**" in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of this Information Circular to some Shareholders with the notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of this Information Circular. Shareholders are reminded to review this Information Circular before voting.

Although this Information Circular, the Financial Statements and the related Annual MD&A will be posted electronically on-line as noted above, Shareholders will receive paper copies of a "**notice package**" via prepaid mail containing information prescribed by NI 54-101 and NI 51-102, a form of proxy or voting instruction form, and supplemental mail list return card for Shareholders to request they be included in the Corporation's supplementary mailing list for receipt of the Corporation's annual and interim financial statements for the 2023 fiscal year.

The Corporation anticipates that notice-and-access will directly benefit the Corporation through a substantial reduction in both postage and material costs, and also promote environmental responsibility by decreasing the large volume of paper documents generated by printing proxy-related materials.

Shareholders with questions about notice-and-access can contact the Corporation's registrar and transfer agent, Odyssey Trust Company, only at www.odysseycontact.com or by phone at 1-888-290-1175 (toll-free within North America) or 1-587-885-0960 (direct from outside North America). Shareholders may also obtain paper copies of the Information Circular, the Financial Statements and the related Annual MD&A free of charge by contacting the Corporation's Corporate Secretary at corpsec@o3mining.com.

Reference is made to the Information Circular of the Corporation dated April 22, 2024, which contains additional details concerning the matters outlined above.

SHAREHOLDERS ARE REMINDED TO REVIEW THE INFORMATION CIRCULAR PRIOR TO VOTING. SEE BELOW FOR HOW TO VIEW AND ACCESS OF COPY OF THE INFORMATION CIRCULAR.

WEBSITES WHERE THE INFORMATION CIRCULAR IS POSTED

The Information Circular can be viewed online:

- on SEDAR+ (www.sedarplus.ca) under O3 Mining's issuer profile; or
- at the Corporation's website (<https://o3mining.com/investors/#inv-shareholders>).

HOW TO OBTAIN PAPER COPIES OF THE INFORMATION CIRCULAR

Shareholders may request paper copies of the Information Circular be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Information Circular was filed on SEDAR+.

To request paper copies of the Information Circular before the Meeting, e-mail the Corporation's Corporate Secretary at corpsec@o3mining.com. The Information Circular will be sent to you within three business days of receiving your request. Requests for paper copies must be received by at least June 4, 2024 in order to receive the Information Circular in advance of the proxy deposit date and Meeting. The Information Circular will be sent to such shareholders within three business days of their request if such requests are made before the Meeting. Those shareholders with existing instructions on their account to receive a paper copy of meeting materials will receive a paper copy of the Information Circular with this notification. Shareholders are able to request to receive copies of the Corporation's annual and/or interim financial statements and relevant management's discussion and analysis on the accompanying return card.

VOTING

PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your securities you must vote using the methods reflected on your enclosed Proxy or Voting Instruction Form. Your Proxy or Voting Instruction Form must be received by 10:00 a.m. (Toronto time), on June 12, 2024 or at least 48 hours (excluding Saturdays and holidays) before any adjournment or postponement thereof.

PLEASE VIEW THE INFORMATION CIRCULAR PRIOR TO VOTING

Shareholders with questions about notice and access can contact Odyssey Trust Company, via www.odysseycontact.com or by phone at 1-888-290-1175 (toll-free within North America) or 1-587-885-0960 (direct from outside North America).

BOARD RECOMMENDATION

The Board of Directors of O3 unanimously recommends that Shareholders VOTE FOR all of the proposed resolutions.