



Suite #480 – 505 Burrard Street,  
Vancouver, British Columbia V7X 1M3  
Phone: (604) 684-4246

### **NOTICE OF ANNUAL GENERAL MEETING**

TAKE NOTICE that the 2024 Annual General Meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (“**Shares**”) of **PANORO MINERALS LTD.** (hereinafter called the “**Company**”) will be held at the offices of Panoro Minerals Ltd., located at **Suite 480 – 505 Burrard Street, Vancouver, British Columbia**, on:

**Thursday, June 20, 2024**

at the hour of 11:00 a.m. (Vancouver time) for the following purposes:

1. to receive the audited financial statements of the Company for its fiscal year ended December 31, 2024 together with the auditors’ report thereon;
2. to appoint KPMG LLP, Chartered Professional Accountants, as the Company’s auditor for the ensuing year and to authorize the directors to fix their remuneration;
3. to set the number of directors of the Company at seven (7);
4. to elect directors of the Company to hold office for the ensuing year;
5. to consider and, if thought appropriate, to approve an ordinary resolution providing for the required annual re-approval of the Company’s existing stock option plan, reserving for the grant and issuance of incentive stock options of up to a maximum of 10% of the outstanding shares of the Company as of the date of grant, as more particularly described in the accompanying Information; and
6. to transact such other business as may properly come before the Meeting.

The Company urges all shareholders to vote by proxy in advance of the Meeting in accordance with the instructions set out below. Only those registered shareholders or duly appointed proxyholders who attend the Meeting in person will be permitted to vote at the Meeting.

The directors have fixed May 2, 2024 as the record date for the purposes of determining Shareholders entitled to receive notice of the Meeting and to vote thereat. Accordingly, Shareholders of record as at the close of business on May 2, 2024 will be entitled to attend and vote at the Meeting and any adjournment thereof.

**Proxies are being solicited by the board of directors and management of the Company. Shareholders who are unable to attend the Meeting in person and who wish to ensure that their 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 forth in the form of proxy and in the Circular. The proxy must be delivered to the Company's registrar and transfer agent, Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1 at least 48 hours, excluding Saturdays, Sundays and holidays, before the time of the Meeting or any adjournment thereof.**

**Shareholders who are not registered shareholders but who plan to attend the Meeting must follow the instructions set forth in the voting instruction form or proxy form sent to them. If you hold your Shares in a brokerage account, you are not a registered shareholder.**

### **Notice-and-Access**

The Company has adopted the "notice-and-access" mechanism of delivering materials to both registered and non-registered shareholders in connection with the Meeting. As such, the Company has posted electronic copies of this notice of meeting, the Information Circular, and the Company's audited financial statements for the fiscal year ended December 31, 2023, together with the auditors' report thereon (collectively, the "**Meeting Materials**") on the Company's website at [www.panoro.com](http://www.panoro.com) and on the Company's SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca), instead of printing and mailing out paper copies, as permitted by Canadian securities regulators. Notice-and-access allows issuers to post electronic versions of proxy-related materials online via SEDAR+ and one other website, rather than mailing paper copies of such materials to Shareholders. Shareholders with questions about notice-and-access can call the Corporation's transfer agent, Computershare Investor Services Inc. at 1-866-964-0492.

### **How to Obtain Paper Copies of the Meeting Materials**

Shareholders may request paper copies of the Meeting Materials, by first class mail, courier or the equivalent at no cost to the Shareholder. Requests may be made by calling 1-866-962-0498 (for holders with a 15-digit control number) or 1-877-907-7643 (for holders with a 16-digit control number). Requests may be made up to one year from the date the Information Circular was filed on SEDAR+.

For Shareholders who wish to receive paper copies of the Information Circular in advance of the voting deadline, requests must be received no later than June 10, 2024. The Information Circular will be sent to such Shareholders within three business days of their request if such requests are made before the Meeting. Following the Meeting, the Information Circular will be sent to such Shareholders within ten days of their request. **Requests must be made by calling 1-866-962-0498 (for holders with a 15-digit control number) or 1-877-907-7643 (for holders with a 16-digit control number).**

DATED at Vancouver, British Columbia, this 8<sup>th</sup> day of May, 2024.

**BY THE ORDER OF THE BOARD OF  
DIRECTORS OF PANORO MINERALS LTD.**

*(signed) "Luquman A. Shaheen"*

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Luquman A. Shaheen,  
President and Chief Executive Officer