



**NOTICE OF ANNUAL GENERAL & SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON MONDAY, MAY 6, 2024 AT 9:00 A.M. EST VIA TELECONFERENCE CALL
ONLY.**

The Company is having a meeting this year, which will be conducted via telephone conference call only, as a result of the impact of the global coronavirus pandemic (COVID-19) to protect the health and well-being of our communities and our shareholders, employees, service partners and other stakeholders that participate in our shareholder meetings.

You are receiving this notice to advise that proxy materials for the above-noted shareholders' meeting are available on the Internet. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We remind you to access and review all of the important information contained in the information circular and other proxy materials before voting. The information circular (the "Circular") and other relevant materials are available at:

www.rogueresources.ca OR www.sedar.com

Shareholders may obtain, without any charge to them, a paper copy of the Circular (and the audited financial statements and related management's discussion and analysis for the Company's last financial year and any documents referred to in the Circular), and further information on Notice and Access by contacting the Company as follows:

E-mail:	paul@rogueresources.ca
Telephone:	647-243-6581
Mail:	150 King St. W., Suite 200, Toronto, ON, M5H 1J9

Requests for paper copies of the Circular (and any other related documents) must be received no later than 9:00 am (EST) on Tuesday, April 15, 2024 in order for Shareholders to receive paper copies of such documents and return their completed Proxies by the deadline for submission of 9:00 am EST on Thursday, May 2, 2024.

The resolutions to be voted at the meeting are listed below along with the sections within the information circular where disclosure regarding the matter can be found.

1. To receive the audited financial statements of the Company for the financial year ended April 30, 2023, together with the report of the auditor thereon;
2. To set the number of directors to be elected at the meeting at five (5) (See "Election of Directors");
3. To elect directors for the ensuing year or until their successors have been duly elected or appointed (See "Election of Directors");
4. To appoint MS Partners LLP as auditors for the ensuing year and to authorize the directors to determine the remuneration to be paid to the auditors (See "Appointment and Remuneration of Auditor");
5. To renew, by passing an ordinary resolution and obtaining disinterested shareholder approval, the Equity Incentive Plan as detailed in the Information Circular (See "Particulars of Other Matters to be Acted Upon") (the "Equity Incentive Plan Renewal Resolution");
6. To transact such other business as may properly come before the meeting or any adjournment thereof.

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 deposited by mail at the office of Odyssey Trust Company, Proxy Department, 702 – 67 Young Street, Toronto, ON, M5E 1J8 not less than 48 hours (excluding Saturdays and

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holidays) before the time fixed for the Meeting or an adjournment thereof. Only Shareholders of record on March 25, 2024 are entitled to receive notice of and vote at the Meeting.

Due to technical limitations, shareholders will not be permitted to vote via telephone and therefore are strongly recommended to vote their shares via proxy prior to the applicable cut-off times.

The Company encourages all shareholders to listen to the proceedings at the meeting and to ask questions. To participate, shareholders should attend the telephone conference call by dialing #1-647-478-7145 (Toronto Area / Overseas Direct) or 1-800-719-7514 (US / Canada Toll Free) and enter conference ID# 398340.

DATED at Toronto, Ontario this 26th day of March 2024.

BY ORDER OF THE BOARD OF DIRECTORS OF
ROGUE RESOURCES INC.

/s/ "**Sean Samson**"

President, Chief Executive Officer & Interim Chief Financial Officer