NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the "**Meeting**") of the shareholders (the "**Shareholders**") of **Terreno Resources Corp.** (the "**Company**") will be held on **Friday, September 29, 2023**, at the hour of **2:00 p.m**. (Eastern time), at 44 Victoria Street, Suite 1102, Toronto, Ontario for the following purposes:

1. to receive and consider the audited, consolidated financial statements of the Company for the years ended March 31, 2023 and 2022, and the report of the auditors thereon;

2. to elect the directors of the Company;

3. to appoint the auditors of the Company and authorize the directors to fix their remuneration;

4. to approve and confirm the continuation of the existing stock option plan of the Company;

5. to approve a resolution authorizing the Company to issue up to twenty million (20,000,000) common shares to a private Ontario company in exchange for the remaining forty percent (40%) interest in the Las Cucharas Project; and

6. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his duly executed form of proxy with the Company's transfer agent and registrar, Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1 not later than 2:00 p.m. (Eastern time) on Wednesday, September 27, 2023 or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays and holidays, preceding the time of such adjourned Meeting.

Shareholders who are unable to attend the Meeting in person, are requested to date, complete, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting.

The accompanying management information circular provides additional detailed information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Annual and Special Meeting. Additional information about the Company and its financial statements are also available on the Company's profile at www.sedarplus.ca.

DATED at Toronto, Ontario this 28th day of August, 2023.

BY ORDER OF THE BOARD

"George A. Brown" *(Signed)*

President & Chief Executive Officer