**DENARIUS METALS CORP.**
**401 Bay Street - Suite 2400**
**Toronto, Ontario M5H 2Y4**

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD WEDNESDAY, JUNE 5, 2024**

**NOTICE IS HEREBY GIVEN** that the Annual General and Special Meeting (the "**Meeting**") of the shareholders of **Denarius Metals Corp.** (the "**Corporation**") will be held virtually on Wednesday, June 5, 2024 at 10:00 a.m. (Toronto time) via live audio webcast at https://virtual-meetings.tsxtrust.com/en/1603 with password for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for the fiscal years ended December 31, 2023 and December 31, 2022 together with the report of the auditors thereon;

2. to fix the number of directors to be elected at the Meeting at six (6);

3. to elect the directors of the Corporation for the ensuing year;

4. to appoint KPMG LLP as auditors of the Corporation for the ensuing year at a remuneration to be fixed by the directors;

5. to consider and, if deemed advisable, pass with or without variation, an ordinary resolution (the "**Stock Option Plan Resolution**"), the full text of which is set forth under *"Business of the Meeting – Approval of Amendments to the Stock Option Plan*" in the accompanying Management Information Circular (the "**Circular**"), approving and ratifying certain amendments to the Corporation's 10% rolling stock option plan, in accordance with the policies of Cboe Canada Inc. ("**Cboe Canada**"), as more particularly described in the accompanying Circular;

6. to consider, and, if deemed advisable, to pass, with or without variation, an ordinary resolution (the "**Iacono Control Person Resolution**") approving the creation of Serafino Iacono as a new Control Person (as such term is defined in the policies of Cboe Canada) of the Corporation, as more particularly described in the accompanying Circular;

7. to consider, and, if deemed advisable, to pass, with or without variation, an ordinary resolution (the "**Aris Mining Control Person Resolution**") approving the creation of Aris Mining Corporation as a new Control Person of the Corporation, as more particularly described in the accompanying Circular;

8. to consider, and, if deemed advisable, to pass, with or without variation, an ordinary resolution (the "**Ruffer Control Person Resolution**") approving the creation of WS Ruffer Gold Fund as a new Control Person of the Corporation, as more particularly described in the accompanying Circular; and

9. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The Circular provides additional information relating to the matters to be dealt with at the Meeting and forms part of this notice of meeting (the "**Notice of Meeting**").

The board of directors of the Corporation has fixed the close of business on April 26, 2024 as the record date for the purpose of determining shareholders entitled to receive notice of and vote at the Meeting. Each common share of the Corporation will entitle the holder to one vote at the Meeting.

The Corporation will hold the Meeting in a virtual only format, which will be conducted via live audio webcast. All shareholders, regardless of their geographic location and equity ownership, will have an equal opportunity to participate in the Meeting and engage with directors and management of the Corporation as well as with other shareholders. The Meeting will not take place at a physical location and therefore shareholders will not be able to attend the Meeting in person. Each shareholder who is entitled to attend at shareholders' meetings is encouraged to participate in the Meeting and shareholders are urged to vote on matters to be considered via live audio webcast or by proxy.

Registered shareholders and duly appointed proxyholders, including non-registered (beneficial) shareholders who have duly appointed themselves as proxyholders, will be able to attend, participate, vote and submit questions at the Meeting online at https://virtual-meetings.tsxtrust.com/en/1603 . **Non-registered shareholders (being shareholders who hold their shares through a securities dealer or broker, bank, trust company or trustee, custodian, nominee or other intermediary) who have not duly appointed themselves as their proxy will be able to attend the Meeting only as guests. Guests will be able to listen to the Meeting but will not be able to vote or ask questions. Inside this document, you will find important information and detailed instructions about how to participate in the Meeting.**

Shareholders who are unable to attend the Meeting virtually are requested to read, complete, sign and mail the enclosed form of proxy or to vote electronically in accordance with the instructions set out in the proxy and in the Circular accompanying this Notice of Meeting. Non-registered shareholders must seek instruction on how to complete their form of proxy and vote their shares from their broker, trustee, financial institution or other nominee.

Following the conclusion of the formal business to be conducted at the Meeting, the Corporation will invite questions and comments from shareholders participating through the TSX Trust Company meeting platform who may submit their questions or comments by clicking on the "Ask a question" icon within the TSX Trust Company meeting platform to type their message or question. Messages or questions can be submitted at any time during the Q&A session and until such time as the Chair ends the session.

The Meeting Materials will be available on the Corporation's website as of May 14, 2024 and will remain on the website for one (1) full year thereafter. The Meeting Materials will also be available under the Corporation's profile on SEDAR+ at www.sedarplus.com as of May 14, 2024.

**If you have questions or require assistance with voting your shares, you may contact our proxy solicitation agent:**
**Morrow Sodali**
**North American Toll-Free Number: 1.888.444.0561**
**Collect Calls Outside North America: 1.289.695.3075**
**Email: assistance@morrowsodali.com**

Dated at Toronto, Ontario this 3rd day of May 2024.

**BY ORDER OF THE BOARD**

(signed) *"Serafino Iacono"*
Serafino Iacono
Chief Executive Officer