



Suite 202, Yale Court Plaza, 2526 Yale Court, Abbotsford, British Columbia V2S 8G9 | 604 870 4988

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual and Special Meeting (the “**Meeting**”) of the shareholders of Carlton Precious Inc. (“**Carlton**” or the “**Company**”) will be held at Suite 3680, 130 King Street West, Toronto, Ontario, M5X 1B1, on Thursday, June 25, 2026 at 10:00 a.m. (Eastern time), for the following purposes:

1. to receive the audited financial statements of the Company for its financial years ended July 31, 2025 and the report of the auditors thereon;
2. to set the number of directors of the Company to be elected at five (5);
3. to elect directors of the Company for the ensuing year;
4. to appoint auditors of the Company for the ensuing year and to authorize the directors to fix their remuneration for the ensuing year;
5. to consider and, if deemed advisable, pass an ordinary resolution approving the Company’s stock option plan; and
6. to transact such further or other business as may properly come before the Meeting or any adjournment thereof. Management is not currently aware of any other matters that could come before the Meeting.

Accompanying this Notice of Annual and Special Meeting are: (1) an Information Circular, which provides additional information relating to the matters to be dealt with at the Meeting; (2) a Form of Proxy or Voting Instruction Form; (3) a return envelope for use by the shareholders to send in their Proxy or Voting Instruction Form; and (4) a financial statement request form for use by shareholders who wish to receive the Company’s future audited financial statements and/or interim financial statements together with related Management’s Discussion and Analysis. The report of the auditor and the audited financial statements of the Company for the financial year ended July 31, 2025 together with the related Management’s Discussion and Analysis can be accessed through the Internet on the System for Electronic Document Analysis and Retrieval (SEDAR+) at www.sedarplus.ca.

The record date for the determination of the shareholders entitled to receive this Notice and to vote at the Meeting has been established as May 21, 2026.

Shareholders may vote by proxy if a Registered Shareholder or provide voting instructions if a Non-Registered Shareholder. Instructions for voting by Registered Shareholders or providing voting instructions by Non-Registered Shareholders by mail, fax, or telephone and over the internet are included in the Information Circular. To be valid, proxies must be received by Olympia Trust Company, the Company’s transfer agent, by mail at PO Box 128, Station M, Calgary, Alberta, T2P 2H6, Attention: Proxy Department, by email to proxy@olympiustrust.com or by facsimile at (403) 668 8307, no later than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or adjournment thereof. The Chair of the Meeting has the discretion to accept late proxies.

DATED at Abbotsford, British Columbia, this 22nd day of May, 2026.

BY ORDER OF THE BOARD

(Signed) “Marc Henderson”

Marc Henderson, Chair