

OUTBACK GOLDFIELDS CORP.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the annual and special meeting (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of OUTBACK GOLDFIELDS CORP. (the “**Company**”) will be held at Suite 600 – 1111 West Hastings Street, Vancouver, British Columbia, on September 3, 2024, at 11:00 a.m., Vancouver time, for the following purposes:

1. To receive the audited financial statements of the Company for the year ended June 30, 2023, together with the report of the auditor thereon.
2. To fix the number of directors at five.
3. To elect two alternate slates of directors, namely (a) a slate consisting of the five incumbent directors of the Company (the “**Incumbent Slate**”), to take office immediately following the Meeting, and (b) a conditional slate of five directors to replace the Incumbent Slate on and effective upon the closing of the Acquisition.
4. To appoint D&H Group LLP to serve as the auditor for the Company immediately following the Meeting and to authorize the directors to fix their remuneration.
5. To consider and, if thought fit, approve by ordinary resolution an omnibus equity incentive compensation plan (the “**Proposed Omnibus Equity Compensation Plan**”) to replace the Company’s rolling 10% stock option plan (the “**Current Stock Option Plan**”), as more fully set forth in the Information Circular accompanying this notice.
6. If the Proposed Omnibus Equity Compensation Plan is not approved by the Shareholders, to consider, and, if thought fit, pass an ordinary resolution approving the Current Stock Option Plan, as more fully set forth in the Information Circular accompanying this notice.
7. To consider and, if thought fit, to pass an ordinary resolution (the “**Acquisition Resolution**”) approving the acquisition by the Company of all the issued and outstanding shares of Sakumpu Exploration Oy (the “**Acquisition**”) from S2 Resources Ltd. (the “**Vendor**”), as more fully set forth in the Information Circular accompanying this notice and pursuant to Policy 5.2 – *Changes of Business and Reverse Takeovers* of the TSX Venture Exchange (the “**TSXV**”).
8. To consider and, if thought fit, to pass an ordinary resolution approving the grant by the Company to the Vendor of (a) an option to earn a 80% interest in the Company’s Silver Spoon, Ballarat West and Yuengroon projects, upon the exercise of which the parties will enter into a joint venture for further exploration of such projects, and (b) an option to earn a 51% interest in the Company’s Glenfine property, upon the exercise of which the parties will enter into a joint venture for further exploration of such project (collectively, the “**Disposition**”), as more fully set forth in the Information Circular accompanying this notice and pursuant to Policy 5.3 – *Acquisitions and Dispositions of Non- Cash Assets* of the TSXV.
9. To consider such other matters, including without limitation such amendments or variations to the foregoing resolutions, as may properly come before the Meeting or any adjournment or postponement thereof.

The nature of the business to be transacted at the Meeting and the specific details regarding the items discussed above are described in further detail in the Information Circular. The Acquisition will be completed pursuant to the Acquisition Agreement, a copy of which is available on SEDAR+. If completed, the Acquisition is intended to constitute a Reverse Takeover of the Company under Policy 5.2 – *Changes of Business and Reverse Takeovers* of the TSXV. A description of the Acquisition and the other matters to

be dealt with at the Meeting is included in the Information Circular.

The board of directors of the Company unanimously recommends that Shareholders vote IN FAVOUR of the above-noted matters. It is a condition to the completion of the Acquisition that the Acquisition Resolution be approved at the Meeting.

The record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting is July 22, 2024 (the “**Record Date**”). Shareholders of the Company whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting.

The form of proxy accompanies this Notice. The audited financial statements, auditors’ report and management’s discussion and analysis have been delivered to those shareholders who indicated to the Company that they wished to receive copies of same.

Only registered Shareholders or their duly appointed proxy holders will be permitted to attend the Meeting. The Company strongly encourages Shareholders to vote by proxy in advance of the Meeting and to not attend the Meeting in person.

If any Shareholder does wish to attend the Meeting in person or via teleconference, please contact the Company at jhanson@outbackgoldfields.com. The Company will provide updates to any arrangements in respect of the Meeting by way of news release.

If you are a registered Shareholder, please complete and submit the enclosed form of proxy or other appropriate form of proxy. Completed forms of proxy must be received not less than 48 hours prior to the Meeting or any adjournment or postponement thereof. See “Proxy Related Information – Completion and Return of Proxy” in the Information Circular for methods of voting.

If you are not a registered Shareholder, please contact your intermediary/broker for instructions on how to vote the Shares beneficially held by you.

DATED this 31st day of July, 2024.

BY ORDER OF THE BOARD

“Chris Donaldson”
Chris Donaldson
President & Chief Executive Officer