AMG ACQUISITION CORP.

Office 9, 230-997 Seymour Street

Vancouver, British Columbia V6B 3M1

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general meeting (the "**Meeting**") of the shareholders (each, a "**Shareholder**") of AMG Acquisition Corp. (the "**Company**") will be held on **June 10, 2024,** at the hour of 10:00 a.m. (Pacific time), at Unit 9, 230-997 Seymour Street, Vancouver, British Columbia V6B 3M1.

The Meeting will be held for the following purposes, which are further described in the accompanying management information circular (the "**Information Circular**") to this notice of Meeting ("**Notice of Meeting**"):

1. to receive and consider the audited financial statements of the Company for the fiscal year ended August 31, 2023, and the report of the auditors thereon;
2. to fix the number of directors of the Company at FOUR (4);
3. to elect directors of the Company for the ensuing year;
4. to re-appoint Shim & Associates LLP as auditors of the Company until the next annual general meeting of the Shareholders and to authorize the board of directors to fix the remuneration of the auditors;
5. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution of Shareholders to approve the Company's rolling stock option plan; and
6. to transact any other business as may properly be brought before the Meeting, or any adjournment or postponement thereof.

The accompanying information circular (the "**Information Circular**") provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. Shareholders are advised to review the Information Circular before voting.

Although no other matters are contemplated, the Meeting may also consider the transaction of such other business, and any permitted amendment to or variation of any matter identified in this Notice, as may properly come before the Meeting or any adjournment thereof. Accompanying this Notice is a (i) form of proxy or voting instruction form, and (ii) request for financial statements form.

A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his, her or its duly executed form of proxy with the Company's transfer agent and registrar, Odyssey Trust Company, Attn: Proxy Department, Suite 702 – 67 Yonge St., Toronto, ON M5E 1J8, by facsimile to 1-800-517-4553 (toll-free within Canada and the U.S.) or 416-263-9524 (international) or electronically at https://vote.odysseytrust.com and pursuant to any instructions contained in the proxy not later than 10:00 a.m. (Pacific time) on Thursday, June 6, 2024, or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the time of such adjourned meeting. You will require the CONTROL NUMBER printed with your address to the right on your proxy form. If you vote by Internet, do not mail the Proxy.

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. **All shareholders are encouraged to vote on the matters before the Meeting by proxy in the manner set out herein and in the Information Circular dated April 26, 2024 of the Company.**

The board of directors of the Company has by resolution fixed the close of business on April 26, 2024, as the record date, being the date for the determination of the registered holders of common shares of the Company entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof.

The 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 Meeting. Additional information about the Company and its financial statements are also available on the Company's profile at www.sedarplus.ca.

DATED at Vancouver, BC this 26th day of April, 2024.

ON BEHALF OF THE BOARD OF DIRECTORS

By: (s) *"Steven Pearce"*
Steven Pearce
Chief Executive Officer