

EPL : TSX-V



# Eagle Plains Resources Ltd.

## **NOTICE OF SPECIAL MEETING OF EAGLE PLAINS SECURITYHOLDERS**

**NOTICE IS HEREBY GIVEN** that a special meeting (the "**Meeting**") of the holders of Common Shares, share purchase options and share purchase warrants (collectively, the "**Securityholders**") of Eagle Plains Resources Ltd. ("**Eagle Plains**") shall be held at Suite 200, 44 – 12th Avenue South, Cranbrook, British Columbia V1C 2R7 on Wednesday, April 26, 2023, commencing at 9:00 a.m. (Mountain Time) for the following purposes:

- (a) to consider, pursuant to an interim order (the "**Interim Order**") of the Court of King's Bench of Alberta dated March 17, 2023 and, if deemed advisable, to approve with or without variation, a special resolution of the Securityholders to approve an arrangement (the "**Arrangement**") under Section 193 of the *Business Corporations Act* (Alberta), RSA 2000, c B-9, as amended (the "**ABCA**") among Eagle Plains, Eagle Royalties Ltd. ("**Eagle Royalties**") and the Securityholders as more particularly described in the accompanying management information circular dated March 17, 2023 (the "**Circular**"); and
- (b) to transact such further and other business as may properly be brought before the Meeting or any adjournment or postponement thereof.

The Arrangement and specific details of all matters proposed to be put before the Meeting are described in the Circular. The full text of the special resolution of the Securityholders to approve the Arrangement (the "**Arrangement Resolution**") is set forth in Appendix A to the Circular. For details surrounding the Arrangement Resolution, please see "*Voting and Proxy Information - Matters to Be Voted On*" in the Circular.

Only registered Securityholders as at the close of business on March 17, 2023 (the "**Record Date**") are entitled to notice of, and to attend and vote at, the Meeting. For additional information, please see "*Voting and Proxy Information - Who Can Vote?*" of the Circular. If you are unable to attend the Meeting, you are entitled to vote by proxy.

Registered Securityholders are requested to date, sign and return the accompanying form of proxy for use at the Meeting. To be effective, the applicable form of the enclosed proxy must be received by TSX Trust Company (i) by mail, at P.O. Box 721, Agincourt, Ontario, M1S 0A1, Attn: Proxy Dept.; (ii) by email, at proxyvote@tmx.com; or (iii) online, at www.meeting-vote.com at least 48 hours (excluding Saturdays, Sundays and statutory holidays) prior to the time set for the Meeting or any adjournment or postponement thereof. For the Eagle Plains Common Shares (the "**Eagle Plains Shares**") held by beneficial shareholders (*i.e.*, shareholders whose Eagle Plains Shares are registered in the name of a broker, investment dealer, bank, trust company, or other intermediary or nominee) to be voted at the Meeting ("**Beneficial Shareholders**"), such Beneficial Shareholders should complete and return the

voting instruction form or other authorization form provided to them by their broker or intermediary in accordance with the instructions provided therein.

As described in the notice-and-access information mailed to Securityholders, Eagle Plains has delivered the Circular to Securityholders by posting it on Eagle Plains' website at [eagleplains.com](http://eagleplains.com). The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and printing and mailing costs. The Circular will also be available at [sedar.com](http://sedar.com) and will be mailed to Eagle Plains Securityholders who request a paper copy in accordance with the instructions set forth under the heading "*Voting and Proxy Information - Notice and Access*" in the Circular.

Registered holders of Eagle Plains Shares (the "**Registered Shareholders**") have the right to dissent with respect to the Arrangement and, if the Arrangement is completed, to be paid the fair value of their Eagle Plains Shares in accordance with the provisions of Section 191 of the ABCA, as modified by the Interim Order. The right of a Registered Shareholder to dissent is more particularly described in the Circular. **Failure to strictly comply with the requirements set forth in Section 191 of the ABCA, as modified by the Interim Order, may result in the loss of any right of dissent that a Registered Shareholder may otherwise have. For further details surrounding dissent rights, please see "*Dissent Rights*" in the Circular.**

**Beneficial Shareholders who wish to dissent should be aware that only Registered Shareholders are entitled to dissent. Accordingly, a Beneficial Shareholder desiring to exercise the right of dissent pursuant to the ABCA must make arrangements for either (i) the Eagle Plains Shares beneficially owned by such Beneficial Shareholder to be registered in the Beneficial Shareholder's name prior to the time the written objection to the Arrangement Resolution is required to be received by or on behalf of Eagle Plains, or (ii) the Registered Shareholder to dissent on behalf of the Beneficial Shareholder. It is strongly recommended that any Shareholder wishing to dissent seek independent legal advice. For further details surrounding dissent rights, please see "*Dissent Rights*" in the Circular.**

Dated this 17<sup>th</sup> day of March 2023.

**BY ORDER OF THE BOARD OF DIRECTORS  
OF EAGLE PLAINS RESOURCES LTD.**

(signed) "Timothy J. Termuende"

Timothy J. Termuende  
Director, President and Chief Executive Officer