## CANADA SILVER COBALT WORKS INC.

3028 Quadra Court Coquitlam, B.C. V3B 5X6 Tel: 416-625-2342

## NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN THAT** an annual and special meeting of the shareholders of Canada Silver Cobalt Works Inc. (the "Corporation") will be held at 3028 Quadra Court, Coquitlam, British Columbia V3B 5X6, on Tuesday, October 31, 2023 at 10:00 a.m. (Pacific time). The purposes of the Meeting are to:

- 1. Receive the audited financial statements of the Corporation for its financial year ended December 31, 2022 together with the report of the auditor thereon;
- 2. Elect the directors of the Corporation for the ensuing year;
- 3. Appoint the auditor of the Corporation for the ensuing year and authorize the directors to fix its remuneration;
- 4. Consider and, if deemed advisable, adopt a resolution ratifying and continuing the Corporation's Stock Option Plan, as more particularly described in the accompanying management information circular of the Corporation (the "Information Circular"), and authorizing the directors to make modifications thereto in accordance with the Stock Option Plan and the policies of the TSX Venture Exchange;
- 5. Consider and, if deemed advisable, adopt a resolution confirming an amendment to By-Law No. 1 of the Corporation so as to change the quorum requirement for shareholders' meetings from 5% to 15% of the Corporation's outstanding shares;
- 6. Consider, and if deemed advisable, adopt a special resolution authorizing an amendment to the Articles of the Corporation so as to change the name of the Corporation to "Nord Precious Metals Mining Inc." or such other name as may be selected by the Board of Directors of the Corporation in its discretion;
- 7. Consider and, if deemed advisable, adopt a special resolution authorizing an amendment to the Articles of the Corporation so as to, if deemed advisable by the Board of Directors of the Corporation, consolidate, no later than twelve months from the date of the Meeting, the issued and outstanding common shares of the Corporation on the basis of one common share for a maximum of every ten common shares issued and outstanding;
- 8. Consider and, if deemed advisable, adopt, with or without variation, a special resolution approving a plan of arrangement pursuant to section 192(3) of the *Canada Business Corporations Act* which involves, among other things, the transfer by the Corporation of the Graal Property to Coniagas Battery Metals Inc. ("**CBM**") in exchange for 24 million common shares and 12 million common share purchase warrants of CBM and the distribution by the Corporation of an aggregate of 11,749,200 common shares and 5,874,600 warrants of CBM to the shareholders of the Corporation in four annual distributions, as more fully described in the Information Circular;
- 9. Consider and, if deemed advisable, adopt a special resolution authorizing the Corporation to reduce the stated capital of the issued and outstanding common shares in the capital of the Corporation by an amount necessary for the Corporation to meet the solvency test in subsection 192(2) of the *Canada Business Corporations Act* in connection with the plan of arrangement, as more fully described in the Information Circular;
- 10. Subject to adoption of the special resolution approving the plan of arrangement, consider and, if deemed advisable, adopt, with or without variation, a resolution authorizing and approving the CBM First Seed Financing (as defined in the Information Circular), which resolution must be approved by a simple majority of votes cast by the "Disinterested Shareholders" (as defined in the Information Circular) as required by the TSX Venture Exchange, as more fully described in the Information Circular:
- 11. Subject to adoption of the special resolution approving the plan of arrangement, consider and, if deemed advisable, adopt, with or without variation, a resolution authorizing and approving the CBM Second Seed Financing (as defined in the Information Circular), which resolution must be approved by a simple majority of votes cast by the

- "Disinterested Shareholders" (as defined in the Information Circular) as required by the TSX Venture Exchange, as more fully described in the Information Circular;
- 12. Subject to adoption of the special resolution approving the plan of arrangement, consider and, if deemed advisable, adopt a resolution approving an omnibus equity incentive plan for CBM, as more fully described in the Information Circular; and
- 13. Consider any permitted amendment to or variation of any matter identified in this Notice and to transact such 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. The details of the matters proposed to be put before the Meeting are set out in the Information Circular accompanying this Notice, which is supplemental to and expressly made a part of this Notice. Shareholders of record as of the close of business on September 19, 2023 will be entitled to vote at the Meeting and at any adjournment or adjournments thereof.

It is important that your shares be represented at this Meeting to ensure a quorum. Instructions regarding the appointment of a proxy or representative are contained in the Information Circular.

**DATED** this 25<sup>th</sup> day of September, 2023.

## BY ORDER OF THE BOARD OF DIRECTORS

"Frank J. Basa"

Frank J. Basa, P. Eng. Chief Executive Officer