



## NOTICE OF SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON APRIL 12, 2021

**NOTICE IS HEREBY GIVEN** that a special meeting (the “**Meeting**”) of the shareholders (“**Shareholders**”) of Tri Origin Exploration Ltd. (the “**Company**”) will be held at Suite 902, 18 King Street East, Toronto, Ontario on Monday, April 12, 2021 at the hour of 11:00am (Toronto time) for the following purposes:

1. to consider and if thought, advisable, to pass an ordinary resolution by the disinterested shareholders of the Company approving and ratifying a grant of a total 1,310,000 Company stock options to certain directors, officers, and consultants of the Company;
2. to consider and if thought, advisable, to pass, with or without amendment, an ordinary resolution approving the conversion of the Company’s existing fixed stock option plan to a 10% rolling stock option plan substantially in the form attached as Appendix “A” to the accompanying management information circular of the Corporation dated March 3, 2021;
3. to consider and if thought, advisable, to pass a special resolution approving and ratifying an amendment to the Company’s articles with respect to a change to the Company’s name;
4. transacting such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the management information circular of the Company (the “**Information Circular**”).

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is March 3, 2021 (the “**Record Date**”). Shareholders 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 or any adjournments or postponements thereof.

If you are a registered shareholder of the Company and are unable to attend the Meeting in person, please complete, date and execute the accompanying form of proxy and deposit it with **Capital Transfer Agency ULC., 390 Bay Street, Suite 920, Toronto, ON M5H 2Y2**, not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the Meeting. The Chair of the Meeting has the discretion to accept proxies received less than 48 hours prior to the Meeting.

If you are a non-registered shareholder of the Company and received these materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan, or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your security on your behalf (the “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

### **COVID-19 Considerations**

**In an effort to mitigate the risks associated with COVID-19, and to preserve the health and safety of our communities, shareholders, employees and other stakeholders, we are inviting shareholders to participate in the Meeting by dialing in to our conference line at: 1-833-339-0867 (North America – Toll Free), followed by the Conference ID 9873619#. Participants should dial in at least ten (10) minutes prior to the scheduled start time and ask to join the call. Shareholders will have an equal opportunity to participate at the Meeting through this method regardless of their geographic location. We encourage shareholders to not attend the Meeting in person due to risks related to COVID-19. We will also take additional precautionary measures in relation to the physical Meeting, limiting access to essential personnel, registered shareholders and proxyholders entitled to attend and vote at the Meeting. Shareholders cannot vote their common shares at the Meeting if attending via teleconference and must either vote prior to the Meeting or attend the Meeting in person in order to have their vote cast.**

**The Board of Directors of the Company have determined that increasing the maximum number of directors of the Corporation, election of the proposed directors, amending the Company's stock option plan, ratifying the Company's name change, and approving the stock option grant will provide enhanced strategic oversight, additional commitment by management to Company affairs, and increased marketability. Consequently, the Board recommends a vote FOR the above resolutions. Shareholders should refer to the Information Circular for additional details.**

#### **NOTICE-AND-ACCESS**

Notice is also hereby given that the Company has decided to use the notice-and-access method of delivery of meeting materials for the Meeting for beneficial owners of common shares of the Company (the "**Non-Registered Holders**") and for registered shareholders. The notice-and-access method of delivery of meeting materials allows the Company to deliver the meeting materials over the internet in accordance with the notice-and-access rules adopted by the Ontario Securities Commission under National Instrument 54-101 - Communication with Beneficial Owners of Securities of a Reporting Issuer. Under the notice-and-access system, registered shareholders will receive a form of proxy and the Non-Registered Holders will receive a voting instruction form enabling them to vote at the Meeting. However, instead of a paper copy of the notice of Meeting, the management information circular, and related management's discussion and analysis and other meeting materials, if applicable (collectively the "**Meeting Materials**"), shareholders receive a notification with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and will also reduce the cost of printing and mailing the Meeting Materials to shareholders. Shareholders are reminded to view the Meeting Materials prior to voting. The Company will not be adopting stratification procedures in relation to the use of notice-and access provisions.

#### **Websites Where Meeting Materials Are Posted:**

Meeting Materials can be viewed online on the Company's website [www.triorigin.com](http://www.triorigin.com) or under the Company's profile at [www.sedar.com](http://www.sedar.com) or at <http://capitaltransferagency.ca>. The Meeting Materials will remain posted on the website of Capital Transfer Agency ULC at least until the date that is one year after the date the Meeting Materials were posted.

#### **How to Obtain Paper Copies of the Meeting Materials**

Shareholders may request paper copies of the Meeting Materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Meeting Materials are posted on the Company's website. In order to receive a paper copy of the Meeting Materials or if you have questions

concerning notice-and-access, please call the Company's transfer agent and registrar, Capital Transfer Agency ULC, toll-free at 1-844-499-4482. Requests should be received by 10:00 a.m. (Eastern time) on March 29, 2021 in order to receive the Meeting Materials in advance of the Meeting.

The accompanying management 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 annual meeting. Additional information about the Company and its financial statements are also available on the Company's profile at [www.sedar.com](http://www.sedar.com).

DATED at Aurora, Ontario, this 3<sup>rd</sup> day of March, 2021.

**TRI ORIGIN EXPLORATION LTD.**

Andrew Thomson  
Chief Executive Officer