

# Canstar Resources Inc.

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## **NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that an annual general and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares of Canstar Resources Inc. (the “**Company**”) will be held at 18 King Street East, Suite 902, Toronto, Ontario M5C 1C4, on November 29, 2021 at 10:00 am (Eastern Standard Time) for the purpose of:

1. receiving the Company’s financial statements for the year ended June 30, 2021 and the report of the auditors thereon;
2. electing directors of the Company for the ensuing year;
3. appointing MNP LLP as the auditors of the Company for the ensuing year, and authorizing the directors to fix their remuneration;
4. to consider, and if thought advisable, to approve an ordinary resolution reapproving the Company’s Stock Option Plan, as more particularly described in the Circular;
5. to consider, and if thought advisable, to approve, with or without variation, an ordinary resolution of disinterested shareholders to approve the creation of a Control Person (as such term is defined by the policies of the TSX Venture Exchange), as described in the Circular;
6. to consider, and if thought advisable, to confirm, ratify and approve by an ordinary resolution the Advance Notice By-law of the Company, the full text of which is attached as Schedule “C” to the Circular and as more particularly described in the Circular.
7. transacting such further and other business as may properly come before the Meeting or any adjournment 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 dated October 18, 2021 (the “**Circular**”). To be approved, each of the foregoing matters is required to be passed by an “**ordinary resolution**”, being a majority of the votes cast by Shareholders who voted in respect of that resolution at the Meeting.

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 October 18, 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.

A Shareholder wishing to be represented by proxy at the meeting or any adjournment thereof must deposit his/her/its duly executed form of proxy with the Company’s transfer agent and registrar, TSX Trust Company (“**TSX Trust**”), at 301 – 100 Adelaide Street West, Toronto, Ontario M5H 1S3, by facsimile at (416) 595-9593 or online at <https://www.voteproxyonline.com/pxlogin> not later than 10:00 a.m. (Toronto time) on November 25, 2021 or, if the meeting is adjourned, not later than 48 hours, excluding weekends and statutory holidays in the City of Toronto, Ontario, preceding the time of such adjourned meeting (the “**Proxy Deadline**”). Shareholders who are unable to attend the Meeting in person, are requested to date, complete, sign and return the form of proxy so that as large a representation as possible may be had at the Meeting.

### **Notice-and-Access**

The Company is utilizing the notice-and-access mechanism (the “**Notice-and-Access Provisions**”) that came into effect on February 11, 2013 under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a*

*Reporting Issuer* and National Instrument 51-102 – *Continuous Disclosure Obligations*, for distribution of Meeting materials to registered and beneficial Shareholders.

### **Website Where Meeting Materials are Posted**

The Notice-and-Access Provisions are a new set of rules that allow reporting issuers to post electronic versions of proxy-related materials (such as proxy circulars and annual financial statements) on-line, via the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) and one other website, rather than mailing paper copies of such materials to Shareholders. Electronic copies of the Circular, financial statements of the Company for the year ended June 30, 2021 (“**Financial Statements**”) and management’s discussion and analysis of the Company’s results of operations and financial condition for 2021 (“**MD&A**”) may be found on the Company’s SEDAR profile at [www.sedar.com](http://www.sedar.com) and also on the Company’s website at <https://www.canstarresources.com/investors/financial-reports/>. The Company will not use procedures known as “stratification” in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the Circular to some Shareholders with this notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Circular.

### **Obtaining Paper Copies of Materials**

The Company anticipates that using notice-and-access for delivery to all Shareholders will directly benefit the Company through a substantial reduction in both postage and material costs, and also promote environmental responsibility by decreasing the large volume of paper documents generated by printing proxy-related materials. Shareholders with questions about notice-and-access can contact the Company’s transfer agent, TSX Trust, toll-free at +1 866 600-5869; T +1 416 342-1091, or by email at [tmxeinvestorservices@tmx.com](mailto:tmxeinvestorservices@tmx.com). Shareholders may also obtain paper copies of the Circular, Financial Statements and MD&A free of charge by contacting the Company’s Corporate Secretary toll free at 1-888-372-2677. A request for paper copies which are required in advance of the Meeting should be sent so that they are received by the Company or TSX Trust, as applicable, by November 18, 2021 in order to allow sufficient time for Shareholders to receive the paper copies and to return their proxies or voting instruction forms to intermediaries not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof. Any requests for paper copies received by the Company after November 18, 2021 will be delivered to Shareholders in accordance with applicable securities law.

### **Voting**

**All Shareholders are invited to attend the Meeting and may attend in person or may be represented by proxy. A “beneficial” or “non-registered” Shareholder will not be recognized directly at the Meeting for the purposes of voting common shares registered in the name of his/her/its broker; however, a beneficial Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote the common shares in that capacity. Only Shareholders as of the Record Date are entitled to receive notice of and vote at the Meeting. Shareholders who are unable to attend the Meeting in person, or any adjournments or postponements thereof, are requested to complete, date and sign the form of proxy (registered holders) or voting instruction form (beneficial holders) and return it in the envelope provided.**

To be effective, the form of proxy or voting instruction form must be submitted by facsimile at (416) 595-9593, online at <https://www.voteproxyonline.com/pxlogin> or mailed so as to reach or be deposited with TSX Trust (in the case of registered holders) at 301 – 100 Adelaide Street West, Toronto, Ontario M5H 1S3, prior to the Proxy Deadline, failing which such votes may not be counted, or your intermediary (in the case of beneficial holders) with sufficient time for them to file a proxy by the Proxy Deadline. **Shareholders are reminded to review the Circular before voting.**

**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 attend via Zoom Meeting or conference call. Please contact [info@canstarresources.com](mailto:info@canstarresources.com) in advance of the Meeting to obtain the Zoom Meeting or conference line details (Meeting ID: 842 1480 1547; Passcode to be provided). 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 proxy holders entitled to attend and vote at the Meeting. We highly recommend Shareholders vote their common shares prior to the Meeting.**

**DATED** this 18<sup>th</sup> day of October, 2021.

**BY ORDER OF THE BOARD OF DIRECTORS**

*“Dennis Peterson”*

Dennis Peterson  
Chairman & Director