

## NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

### AND AVAILABILITY OF PROXY MATERIALS

NOTICE IS HEREBY GIVEN THAT the annual meeting (the "**Meeting**") of the shareholders (the "**Shareholders**") of EDM Resources Inc. ("**EDM**" or the "**Corporation**") will be held on Friday, February 14, 2025, at 11:00 a.m. (Eastern Standard Time), at the Exchange Tower, 130 King Street West, Suite 1205, Toronto, Ontario, M5X 1A5, for the following purposes:

1. to receive and consider the consolidated financial statements of the Corporation for the financial year ended December 31, 2023, together with the auditors' report thereon;
2. to elect the directors of the Corporation for the ensuing year;
3. to appoint Clearhouse LLP, Chartered Professional Accountants, as auditors of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix their remuneration;
4. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution to approve, for the ensuing year, the Corporation's incentive stock option plan;
5. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution to approve and adopt the Corporation's restricted stock unit incentive plan; and
6. to transact such further and other business as may be properly brought before the Meeting or any and all adjournments or postponements thereof.

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 December 27, 2024 (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. This notice is accompanied by a form of proxy or voting instruction form (which includes reply card for use by Shareholders who wish to receive the Corporation's financial statements) and a management information circular (the "**Circular**"). The nature of the business to be transacted at the Meeting is described in further detail in the attached Circular of the Corporation.

**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 their 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 enclosed form of proxy (registered holders) or voting instruction form (beneficial holders) and return it in the envelope provided, so that as large a representation as possible may be had at the Meeting.**

To be effective, the enclosed form of proxy or voting instruction form must be mailed or faxed so as to reach or be deposited with Computershare Investor Services Inc., by mail: 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario, M5J 2Y1; or by fax: +1 888 453 0330, not later than 11:00 a.m. (Eastern Standard Time) on February 12, 2025 or 48 hours (other than a Saturday, Sunday or holiday) prior to the time to which the Meeting may be adjourned. Notwithstanding the foregoing, the Chair of the Meeting has the discretion to

accept proxies received after such deadline. Alternatively, Shareholders may vote online at: [www.investorvote.com](http://www.investorvote.com) using the control number found on the enclosed proxy.

## **NOTICE-AND-ACCESS**

The Corporation has elected to use the notice-and-access provisions under National Instrument 54-101 and National Instrument 51-102 (“Notice and Access Provisions”) for this Meeting. Notice and Access Provisions are a set of rules developed by the Canadian Securities Administrators that reduce the volume of materials that must be physically mailed to shareholders of the Corporation (“Shareholders”) by allowing the Corporation to post the Information Circular and any additional materials online. Under Notice and Access Provisions, instead of receiving printed copies of the Meeting materials, Shareholders will receive a Notice-and-Access notification containing details of the Meeting date, audiocast login particulars and purpose, as well as information on how they can access the Meeting materials electronically. Shareholders will also receive a form of Proxy (for registered shareholders) or a Voting Instruction Form (for beneficial shareholders), allowing each shareholder to submit their vote by proxy at the Meeting. Electronic delivery reduces paper consumption, which is consistent with the Corporation’s environmental commitments, and also reduces the Corporation’s printing and mailing costs.

The Information Circular is available at visiting the Corporation’s website at <https://www.EDMresources.com/financial-reports>; or under the Corporation’s profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). Any Shareholder who wishes to receive a paper copy of the Information Circular should contact the Corporation by telephone number: +1 902 482 4481, or by email: [info@EDMresources.com](mailto:info@EDMresources.com). A Shareholder may also use the numbers noted above to obtain additional information about the Notice-and-Access Provisions. Under Notice-and-Access Provisions, meeting related materials will be available for viewing for up to one year from the date of posting and a paper copy of the materials can be requested at any time during this period.

In order to allow for reasonable time to be allotted for a Shareholder to receive and review a paper copy of the Information Circular before the deadline to submit a proxy (described in the Information Circular), any Shareholder wishing to request a paper copy of the Information Circular as described above should ensure such request is received by the Corporation no later than January 31, 2025.

**DATED** this 8<sup>th</sup> day of January 2025 at Halifax, Nova Scotia.

**BY ORDER OF THE BOARD OF DIRECTORS OF  
EDM RESOURCES INC.**

*"Mark Haywood"*

Mark Haywood  
President and Chief Executive Officer