



www.sunpeakmetals.com

Unit 1 – 15782 Marine Drive,
White Rock, British Columbia, V4B 1E6 Canada

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the “**Meeting**”) of the shareholders of Sun Peak Metals Corp. (the “**Company**”) will be held at Unit 1 – 15782 Marine Drive, White Rock, British Columbia on June 19, 2023, at the hour of 10:00 a.m. (PDT) for the following purposes:

1. to have placed before the Meeting the audited financial statements of the Company for the fiscal year ended December 31, 2022, together with the auditors’ report thereon;
2. to elect directors for the ensuing year;
3. to re-appoint Davidson & Company LLP as auditors for the Company for the ensuing year and to authorize the directors to fix the remuneration of the auditors;
4. to consider and, if thought fit, ratify, confirm and approve, by ordinary resolution the renewal of the Company’s 2022 Option Plan as set out in the attached Information Circular;
5. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The accompanying Management Information Circular provides additional information relating to the matters to be addressed at the meeting and is deemed to form part of this Notice.

The board of directors (the “**Board**”) of the Company has fixed May 15, 2023, as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Circular.

Shareholders are entitled to vote at the Meeting either in person or by proxy. Those who are unable to attend the Meeting are encouraged to read, complete, sign, date and mail the enclosed form of proxy in accordance with the instructions set out in the proxy and in the Management Information Circular accompanying this Notice. Please advise the Company of any change in your mailing address. The Management Information Circular is available on the Company’s profile on SEDAR at www.sedar.com as of May 15, 2023 and on the Company’s web site at www.sunpeakmetals.com.

Shareholders should read the notes to the Proxy and complete and return the Proxy to the Company’s registrar and transfer agent, Computershare Trust Company of Canada (“**Computershare**”). A proxy will not be valid unless it is deposited at the office of Computershare, at 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the commencement of the Meeting, or any adjournment or postponement thereof, unless the Chair of the Meeting elects to exercise her/his discretion to accept proxies received after that time.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying 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 securities on your behalf (each, an “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

The enclosed Proxy appoints nominees of management as proxyholder and you may amend the Proxy, if you wish, by inserting, in the space provided, the name of the person you wish to represent you as proxyholder at the Meeting.

Dated at White Rock, British Columbia this 15th day of May 2023.

BY ORDER OF THE BOARD OF DIRECTORS

"Greg Davis"

President, Chief Executive Officer and Director