



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 10, 2022, at the hour of 9:00 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, 2020 and for the fiscal year ended December 31, 2021, 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 Company’s 2022 Option Plan as set out in the attached Information Circular;
5. to consider and, if thought fit, ratify, confirm and approve, by ordinary resolution the Company’s Equity Incentive Plan as set out in the attached Information Circular; and
6. 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 Directors have fixed the close of business on May 6, 2022, as the record date for determination of Shareholders entitled to notice of and the right to vote at the Meeting either in person or by proxy.

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 changes in your mailing address.

The ongoing impact of the novel coronavirus (“COVID-19”) pandemic and the uncertainty surrounding current and anticipated public health guidelines and restrictions respecting large group gatherings make it unclear as to whether it will be safe or permissible for the Meeting to be held in person this year. Therefore, to mitigate risks to the health and safety of the shareholders, employees and representatives of the Company and the communities in which we live, we will hold the Meeting in a virtual only format. This format also affords all of our shareholders an even greater ability to participate in the Meeting equally, regardless of their geographic location and share ownership. Although, as required pursuant to the Business Corporations Act (British Columbia), the physical location of the Meeting has been designated as the Company’s head office located at Unit 1 – 15782 Marine Drive, White Rock, BC V4B 1E6, the Meeting will be by teleconference due to public health guidelines and restrictions related to COVID-19. In particular, on April 21, 2020, the Minister of Public Safety and Solicitor General for the Province of British Columbia passed Ministerial Order M116 (the “Order”) under the Emergency Program Act. The Order permits British Columbia organizations to facilitate and hold electronic meetings for as long as public health orders enacted in response to the COVID-19 pandemic are in place. The Order specifically overrides the provisions of the Business Corporations Act (British Columbia) and any articles, bylaws, memoranda, rules or similar constating documents of an entity made thereunder, by deeming that attendance via telephone or electronic communication constitutes in-person presence at such meetings, and that any virtual meetings so held shall be

deemed to have been held in British Columbia. Accordingly, you will not be able to attend the Meeting in person. If circumstances permit, the Company intends to return to a physical or hybrid meeting format (physical/virtual) for its 2023 annual meeting of shareholders.

The Company urges all shareholders to vote by proxy in advance of the Meeting in accordance with the instructions set out below and to listen to the Meeting through the live conference call details provided below:

Toll-free dial-in number (U.S. and Canada): 1-888-850-4523
International dial-in number: 1-719-234-7800
Conference code: 841798

Dated at White Rock, British Columbia this 6th day of May 2022.

BY ORDER OF THE BOARD OF DIRECTORS

“Greg Davis”

President, Chief Executive Officer and Director