



NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS

You are receiving this notification as Tuktu Resources Ltd. ("**Tuktu**") has elected to use the notice and access model ("**Notice and Access**") for the delivery of meeting materials to its shareholders (the "**Shareholders**") that hold common shares of Tuktu ("**Common Shares**") in respect of its annual meeting of shareholders to be held on October 9, 2024 (the "**Meeting**"). Under Notice and Access, instead of receiving paper copies of Tuktu's management information circular dated August 26, 2024 (the "**Information Circular**"), Shareholders are receiving this notice with information on how they may access the Circular electronically. Tuktu is providing this notice to all Shareholders. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and it will also reduce Tuktu's printing and mailing costs.

MEETING DATE, TIME AND DELIVERY METHOD:

WHEN:

Wednesday, October 9, 2024
10:00 a.m. (Calgary Time)

MEETING DELIVERY:

4200 Bankers Hall West, 888 – 3rd
Street S.W., Calgary, Alberta, T2P 1M4

SHAREHOLDERS WILL BE ASKED TO CONSIDER AND VOTE ON THE FOLLOWING MATTERS:

NUMBER OF DIRECTORS: Shareholders will be asked to fix the number of directors to be elected at the Meeting at five (5). Information on fixing the number of directors may be found in the "*Matters to be acted upon – Fix the Number of Directors*" on page 5 of the Information Circular.

ELECTION OF DIRECTORS: Shareholders will be asked to elect directors to hold office until the next annual meeting. Information respecting the election of directors may be found in the "*Matters to be acted upon - Election of Directors*" on page 5 of the Information Circular.

APPOINTMENT OF AUDITORS: Shareholders will be asked to appoint KPMG LLP, Chartered Accountants, as Tuktu's independent auditors until the next annual meeting at a remuneration to be set by Tuktu's Board of Directors. Information on the appointment of KPMG LLP may be found in the "*Matters to be acted upon - Appointment of Auditors*" on page 7 of the Information Circular.

SHARE OPTION PLAN: Shareholders will be asked to ratify, confirm and approve the Tuktu's amended and restated share option plan (the "**Option Plan**"). Information on the Option Plan may be found in the "*Matters to be acted upon – Annual Approval of Amended and Restated Share Option Plan*" on page 8 of the Information Circular.

SHARE CONSOLIDATION: Shareholders will be asked to pass a special resolution authorizing the directors of Tuku to consolidate the Common Shares on a basis of a ratio between four (4) to eight (8) pre-consolidation Common Shares for each post-consolidation Common Share (the "**Share Consolidation**"). Information on the Share Consolidation may be found in the "*Matters to be acted upon – Approval of Share Consolidation*" on page 8 of the Information Circular.

OTHER BUSINESS: To transact such other business as may properly be brought before the Meeting or any adjournment or postponement thereof.



SHAREHOLDERS ARE REMINDED TO REVIEW THE INFORMATION CIRCULAR BEFORE VOTING.

WEBSITES WHERE INFORMATION CIRCULAR IS POSTED:

- online at <https://tuktresources.com/investor-centre/> or
- by accessing Tuktu's profile on SEDAR+ at www.sedarplus.ca.

HOW TO OBTAIN PAPER COPIES OF THE INFORMATION CIRCULAR

Registered Shareholders: Should you wish to receive paper copies of the proxy-related materials, or if you have any questions about the notice and access mechanism, please contact Computershare Trust Company of Canada at 1-514-982-8716 (outside North America or 1-866-962-0498 within North America) and entering your control number as indicated on your voting instruction form or proxy. To ensure you receive the materials in advance of the voting deadline and meeting date, all requests must be received no later than September 23, 2024 days before the meeting.

Beneficial Shareholders: Should you wish to receive paper copies of the proxy-related materials, or if you have any questions about the notice and access mechanism, please contact Broadridge Financial Solutions at 1-844-916-0609 (toll-free within North America) or 1-303-562-9305 (outside North America) and entering your 16 digit control number as indicated on your voting instruction form. To ensure you receive the materials in advance of the voting deadline and meeting date, all requests must be received no later than September 23, 2024 days before the meeting

VOTING

Beneficial Shareholders are asked to return their enclosed voting instruction form in accordance with the deadline and instructions noted on the voting instruction form.

****Please Note:*** *You cannot use this notice to vote. If you do request a paper copy of the Information Circular, you will not receive a new voting instruction form so you should retain the form sent to you to vote.*