

TUKTU RESOURCES LTD.

**NOTICE OF ANNUAL AND SPECIAL MEETING
OF SHAREHOLDERS TO BE HELD
OCTOBER 9, 2024**

TO THE HOLDERS OF COMMON SHARES

Notice is hereby given that an annual and special meeting (the "**Meeting**") of the holders ("**Shareholders**") of common shares ("**Common Shares**") of Tuktu Resources Ltd. ("**Tuktu**" or the "**Corporation**") will be held at the offices of Stikeman Elliott LLP located at 4200 Bankers Hall West, 888 – 3rd Street S.W., Calgary, Alberta, T2P 5C5 on Wednesday, October 9, 2024, at 10:00 a.m. (Calgary time) for the following purposes:

1. to receive the financial statements of the Corporation for the year ended December 31, 2023 and the auditor's report thereon;
2. to fix the number of directors to be elected at the Meeting at five (5);
3. to consider and, if thought appropriate, to elect directors of the Corporation;
4. to consider and, if thought appropriate, to appoint the auditors of the Corporation for the ensuing year, authorizing the directors to fix their remuneration as such;
5. to consider and, if thought appropriate, to ratify, confirm and approve the Corporation's amended and restated share option plan for the ensuing year, as more particularly described under "*Matters to be Acted Upon at the Meeting – Annual Approval of Amended and Restated Share Option Plan*" in the accompanying management information circular of the Corporation dated August 26, 2024 (the "**Information Circular**");
6. to consider and, if thought appropriate, pass a special resolution authorizing the directors of the Corporation 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, as described in the Information Circular; and
7. to transact such further and other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

The nature of the business to be transacted at the Meeting and the specific details of the matters proposed to be put to the Meeting are described in further detail in the accompanying Information Circular.

The record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting is August 26, 2024 (the "**Record Date**"). Shareholders whose names have been entered in the register of Shareholders at the close of business on that date will be entitled to receive notice of and vote at the Meeting, provided that, to the extent a Shareholder transfers the ownership of any of his or her Common Shares after such date and the transferee of those Common Shares establishes that he or she owns the Common Shares and requests, not later than 10 days before the Meeting, to be included in the list of Shareholders eligible to vote at the Meeting, such transferee will be entitled to vote those Common Shares at the Meeting.

Shareholders who are unable to attend the Meeting or any adjournment(s) or postponement(s) thereof are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment(s) or postponement(s) thereof. To be effective, the accompanying form of proxy must be mailed so as to reach or be deposited with Computershare Trust Company of Canada, Proxy Dept., 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, or by facsimile at 1-866-249-7775, not later than forty eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of Alberta) prior to the time set for the Meeting or any adjournment(s) or postponement(s) thereof. Registered Shareholders may also use the internet site at

www.investorvote.com to transmit their voting instructions or vote by phone at 1-866-732-VOTE (8683) (toll free within North America) or 1-312-588-4290 (outside North America).

The instrument appointing a proxy shall be in writing and shall be executed by the Shareholder or his or her attorney authorized in writing or, if the Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized.

The persons named in the accompanying form of proxy are directors and officers of the Corporation. Each Shareholder has the right to appoint a proxyholder other than such persons, who need not be a Shareholder, to attend the Meeting and to act for such Shareholder and on such Shareholder's behalf at the Meeting. To exercise such right, the names of the management nominees should be crossed out and the name of the Shareholder's appointee should be legibly printed in the blank space provided.

DATED this 26th day of August, 2024.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "Tim de Freitas"

Tim de Freitas

President, Chief Executive Officer and Director