



## NOTICE OF SPECIAL MEETING OF SECURITYHOLDERS

NOTICE IS HEREBY GIVEN that a Special Meeting (the "**Meeting**") of the holders ("**GoviEx Shareholders**") of Class A common shares ("**GoviEx Shares**") of GoviEx Uranium Inc. (the "**Company**" or "**GoviEx**"), the holders ("**Optionholders**") of options to purchase GoviEx Shares ("**GoviEx Options**") and the holders ("**Warrantholders**") of warrants to purchase GoviEx Shares ("**GoviEx Warrants**") (the holders of the GoviEx Shares, GoviEx Options and the GoviEx Warrants, collectively, the "**GoviEx Securityholders**") will be held at The World Trade Centre, Suite 606 – 999 Canada Place, Vancouver, British Columbia on October 24, 2025 at 11:00 a.m. (Vancouver time), for the following purposes:

1. to consider, in accordance with the interim order of the Supreme Court of British Columbia dated September 10, 2025 (the "**Interim Order**"), and, if deemed acceptable, to pass, with or without variation, a special resolution (the "**Arrangement Resolution**") approving a statutory plan of arrangement (the "**Plan of Arrangement**") under Section 288 of the *Business Corporations Act* (British Columbia) ("**BCBCA**") pursuant to which Tombador Iron Limited ("**Tombador**") will, among other things, acquire all of the issued and outstanding GoviEx Shares, the full text of which is set forth in Appendix A to the accompanying management information circular ("**Circular**"); and
2. to transact such further or other business as may properly come before the Meeting and any adjournments or postponements thereof.

**The GoviEx Board unanimously recommends that the GoviEx Securityholders vote FOR the Arrangement Resolution. If the Arrangement Resolution is not approved by the requisite majorities of GoviEx Shareholders and GoviEx Securityholders at the Meeting, the Arrangement will not be completed.**

Pursuant to the Interim Order, the record date is September 4, 2025 (the "**Record Date**") for determining GoviEx Securityholders who are entitled to receive notice of and to vote at the Meeting. Only registered GoviEx Securityholders ("**Registered Securityholders**") as of the Record Date are entitled to receive notice of the Meeting ("**Notice of Meeting**") and to vote at the Meeting. This Notice of Meeting is accompanied by the Circular and an applicable form of proxy. Registered GoviEx Shareholders ("**Registered Shareholders**") will also receive a Letter of Transmittal (the "**Letter of Transmittal**") in respect of the Arrangement.

Each GoviEx Security entitled to be voted at the Meeting will entitle the holder thereof to one vote at the Meeting. In order to become effective, the Arrangement Resolution must be approved by (i) at least 66⅔% of the votes cast on the Arrangement Resolution by GoviEx Shareholders present in person or represented by proxy and entitled to vote at the Meeting, with each GoviEx Share entitling a GoviEx Shareholder to one vote; and (i) at least 66⅔% of the votes cast on the Arrangement Resolution by GoviEx Securityholders present in person or represented by proxy and entitled to vote at the Meeting, with each GoviEx Security entitling a GoviEx Securityholder to one vote.

Registered Securityholders are requested to read the enclosed Circular and to date and sign the enclosed proxy form promptly, as applicable, and return it in the self-addressed envelope enclosed for that purpose or by any of the other methods indicated in the proxy form. Registered Securityholders may also vote online instead of by mail. Pursuant to the Interim Order, proxies, to be used at the Meeting, must be received by Computershare Investor Services Inc. by no later than 11:00 a.m. (Vancouver time) on October 22, 2025 (or, if the Meeting is adjourned or postponed, by the time that is 48 hours prior to the Meeting, excluding Saturdays, Sundays and statutory holidays). To vote online at [www.investorvote.com](http://www.investorvote.com), you will need to enter your 15-digit control number (located on the bottom left corner of the first page of the form of proxy) to identify yourself as a Registered Securityholder on the voting website. Alternatively, a proxy can be submitted to Computershare Investor Services Inc. either by mail or courier, to 320 Bay Street, 14th Floor, Toronto, ON M5H 4A6. If a Registered Securityholder receives more than one proxy form because such Registered Securityholder owns securities of the Company registered in different names or addresses, each proxy form needs to be completed and returned or voted online.

If your GoviEx Securities are not registered in your name but are held through a broker, investment dealer, bank, trust

company, custodian, nominee or other intermediary, please complete and return the request for voting instructions in accordance with the instructions provided to you by your broker or such other intermediary. Failure to do so may result in such securities not being voted at the Meeting.

**If you wish that a person other than the management nominees identified on the form of proxy or voting instruction form (“VIF”) attend and vote at the Meeting as your proxy and vote your GoviEx Securities, including if you are not a Registered Securityholder and wish to appoint yourself as proxyholder to attend, attend and vote at the Meeting, you MUST submit your form of proxy (or proxies) or VIF, as applicable, in accordance with the instructions set out in the Circular.** If submitting a proxy or VIF or appointing a person other than the management nominees identified, you must return your proxy or VIF in accordance with the instructions set out in the Circular by 11:00 a.m. (Vancouver time) on October 22, 2025.

If you are a Registered Shareholder holding GoviEx Shares in certificated form or in DRS form who is not a Dissenting Shareholder (as defined in the enclosed Circular), please complete the Letter of Transmittal in accordance with the instructions included therein, sign, date and return it to the depositary, Computershare Investor Services Inc. (the “**Depositary**”), in the envelope provided, together with the certificate(s) or DRS Advice(s) representing your GoviEx Shares and any other required documents. If you are sending certificates, it is recommended that you send them by registered mail. The Letter of Transmittal contains complete instructions on how to exchange your GoviEx Shares for the Consideration (as defined in the enclosed Circular). You will not receive your Consideration until after the Arrangement is completed and you have returned your properly completed documents, including each applicable Letter of Transmittal, and the certificate(s) or DRS Advice(s) representing your GoviEx Shares to the Depositary.

If you are a Registered Shareholder holding GoviEx Shares in certificated form or in DRS form and do not deliver your Letter of Transmittal in accordance with the instructions therein, any Consideration Shares to which you will be entitled will be registered in the name of the Depositary, as nominee, with the Australian Registrar.

Beneficial owners of GoviEx Shares (the “**Beneficial Shareholders**”) do not need to complete a Letter of Transmittal. Beneficial Shareholders should contact their Intermediary for instructions and assistance in depositing their GoviEx Shares with the Depositary.

Pursuant to the Interim Order, Registered Shareholders as at the close of business on the Record Date have the right to dissent with respect to the Arrangement Resolution and, if the Arrangement becomes effective, to be paid the fair value of their GoviEx Shares in accordance with the provisions of Sections 237 to 247 of the BCBCA, as modified by the Interim Order, the Plan of Arrangement and the Final Order. A Registered Shareholder as at the close of business on the Record Date wishing to exercise rights of dissent with respect to the Arrangement must send to the Company a written objection to the Arrangement Resolution, which written objection must be sent to the Company to the attention of the Corporate Secretary at The World Trade Centre, Suite 606 – 999 Canada Place, Vancouver, BC V6C 3E1, by no later than 4:00 p.m. (Vancouver time) on October 22, 2025 (or by 4:00 p.m. (Vancouver time) on the second day immediately preceding the date that any adjourned or postponed Meeting is reconvened), and must otherwise strictly comply with the dissent procedures set forth in Sections 237 to 247 of the BCBCA, as modified by the Interim Order, the Plan of Arrangement and the Final Order (the “**Dissent Procedures**”), and described in the Circular. The Registered Shareholders’ right to dissent is more particularly described in the Circular. Copies of the Plan of Arrangement, the Interim Order and the text of Sections 237 to 247 of the BCBCA are set forth in Appendix B, Appendix C and Appendix H respectively, of the Circular. Anyone who is a Beneficial Shareholder and who wishes to exercise a right of dissent should be aware that only Registered Shareholders as at the close of business on the Record Date are entitled to exercise a right of dissent. Accordingly, a Beneficial Shareholder who desires to exercise a right of dissent must make arrangements for the GoviEx Shares beneficially owned by such holder to be registered in the name of such holder prior to the Record Date or, alternatively, make arrangements for the Registered Shareholder of such GoviEx Shares to exercise the right of dissent on behalf of such Beneficial Shareholder. Optionholders and Warrantheolders (as each such term is defined in the enclosed Circular) are not entitled to exercise dissent rights. A Registered Shareholder as at the close of business on the Record Date wishing to exercise a right of dissent may only exercise such rights with respect to all GoviEx Shares registered in the name of such Shareholder. It is recommended that you seek independent legal advice if you wish to exercise a right of dissent. **Failure to strictly comply with the requirements set forth in Sections 237 to 247 of the BCBCA, as modified by the Interim Order, the Plan of Arrangement and the Final Order, may result in the loss of any right of dissent.**

The Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice of Meeting. Any adjourned or postponed meeting resulting from an adjournment or postponement of

the Meeting will be held at a time and place to be specified either by the Company before the Meeting or by the Chair at the Meeting.

### **Notice-and-Access**

The Company is utilizing the notice-and-access mechanism (the “**Notice-and-Access Provisions**”) under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 – *Continuous Disclosure Obligations*, for the delivery of proxy-related materials to GoviEx Securityholders.

Under the Notice-and-Access Provisions, instead of receiving printed copies of the Circular, GoviEx Securityholders will receive the Notice of Meeting with information on the Meeting date, location and purpose, as well as information on how they may access the Circular electronically and how they may vote.

The Company will use the procedures known as “stratification” in relation to the use of Notice-and-Access Provisions and will only provide certain GoviEx Securityholders, namely GoviEx Shareholders, with the notice package under the Notice-and-Access Provisions. Optionholders and Warrantholders will be provided with a paper copy of the Circular, subject to instructions with respect to electronic delivery of proxy-related materials.

### **Website Where Meeting Materials are Posted**

The Notice-and-Access Provisions are a set of rules that allow reporting issuers to post electronic versions of proxy-related materials (including management information circulars) online, via **SEDAR+** and one other website, rather than mailing paper copies of such materials to securityholders. An electronic copy of the Circular and other proxy-related materials may be found on the Company’s SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca) and the Company’s website at <https://goviex.com/investors/governance-and-compliance/proxy-agm-materials/>.

### **Obtaining Paper Copies of Materials**

The Company anticipates that using the Notice-and-Access Provisions for delivery will directly benefit the Company through a substantial reduction in postage and printing costs, and also promote environmental responsibility by decreasing the large volume of paper documents generated by printing proxy-related materials. GoviEx Securityholders with questions about the Notice-and-Access Provisions can call the Company’s transfer agent, Computershare Investor Services Inc. (“**Computershare**”), toll-free within North America: 1-866-964-0492, direct, from Outside of North America: +1-514-982-7555 (which is not a toll-free number).

GoviEx Securityholders may obtain a paper copies of the Circular by calling toll-free within North America: 1-866-964-0492, direct, from Outside of North America: +1-514-982-7555 (which is not a toll-free number).

Requests for paper copies of the Company’s Circular, which are required **in advance of the Meeting**, should be sent so that the request is received by Computershare at least 10 business days before the Meeting in order to allow sufficient time for GoviEx Securityholders to receive the paper copies and to return their proxies or voting instruction forms to intermediaries not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Vancouver, British Columbia) prior to the time set for the Meeting or any adjournments or postponements thereof.

Dated at Vancouver, British Columbia as of September 10, 2025.

BY ORDER OF THE BOARD

“*Daniel J. Major*”

Daniel J. Major  
Chief Executive Officer and Director