

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that Tombill Mines Limited (the “**Corporation**”) will hold its annual and special meeting of shareholders (the “**Meeting**”) on October 27, 2023, at 12:00 pm (Eastern Daylight Time) at the Canadian Venture Building, 82 Richmond Street East, Toronto, Ontario, M5C 1P1 for the following purposes:

1. to receive the audited financial statements of the Corporation for the years ended October 31, 2022 and 2021, together with the report of the auditor thereon;
2. to elect the directors of the Corporation for the ensuing year, as more particularly set forth in the accompanying proxy and management information circular dated September 25, 2023 (the “**Information Circular**”), and prepared for the purpose of the Meeting;
3. to reappoint McGovern Hurley LLP as the independent auditors of the Corporation until the next annual meeting of shareholders and authorize the directors to fix the auditors’ remuneration;
4. to consider and, if deemed advisable, to pass with or without variation, a resolution confirming and reapproving the ten percent rolling stock option plan of the Company, as required by the TSX Venture Exchange on an annual basis; and
5. to transact any other business properly brought before the Meeting.

Holders of Common Shares are invited to attend the Meeting. Shareholders of record as at the close of business on September 20, 2023, will be entitled to notice of and to vote at the Meeting. A detailed description of the matters to be acted upon at the Meeting is set forth in the accompanying Information Circular of the Corporation dated September 25, 2023. Shareholders are reminded to carefully review the Information Circular and any additional materials prior to voting on the matters being transacted at the Meeting.

Registered shareholders and duly appointed proxyholders will be able to attend, participate and vote at the Meeting or may be represented by proxy. Shareholders are requested to: (i) sign, date and deliver the accompanying form of proxy for use at the meeting to the Corporation’s registrar and transfer agent, Computershare Investor Services Inc., 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1 (Attn: Proxy Department), so it is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or any adjournment thereof; or (ii) return your voting instructions as specified in the request for voting instructions delivered to you, as applicable.

DATED this 25th day of September, 2023.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) “*Adam Horne*”

Adam Horne

Director