

NEWPATH RESOURCES INC.
Unit 220, 333 Terminal Avenue
Vancouver, British Columbia, Canada, V6A 4C1

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of the shareholders of common shares of Newpath Resources Inc. (the “**Company**”) will be held at Unit 220, 333 Terminal Avenue on March 17, 2023 at 10:00 a.m. (Vancouver Time) for the following purposes:

1. to receive the audited annual financial statements of the Company for the financial year ended April 30, 2022, together with the report of the auditor thereon;
2. to fix the number of directors of the Company at four (4);
3. to elect directors of the Company for the ensuing year;
4. to re-appoint Smythe Ratcliffe LLP, Chartered Professional Accountants, as the auditor of the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor;
5. to consider and, if thought advisable, to pass, with or without variation, an ordinary resolution approving the Company’s 2023 Omnibus Equity Incentive Compensation Plan, as amended, as more particularly described in the accompanying management information circular (the “**Information Circular**”);
6. to consider and, if thought advisable, to pass, with or without variation, a special resolution approving the Company to adopt a new form of articles, as more particularly described in the Information Circular;
7. to consider and, if thought advisable, to pass, with or without variation, an ordinary resolution approving the Company to grant up to 1,581,774 restricted share units to a key individual, as more particularly described in the Information Circular;
8. to transact such other business as may properly come before the Meeting, or any adjournment or postponement thereof.

Accompanying this Notice is an Information Circular, a form of proxy (the “**Proxy**”) or voting instruction form, and a request card for use by shareholders who wish to receive the Company’s interim and/or annual financial statements. The Information Circular provides additional information relating to the matters to be considered at the Meeting and forms part of this Notice.

The Board of Directors has fixed the close of business on February 13, 2023 as the record date for determining the shareholders who are entitled to receive notice of, and to vote at, the Meeting or any adjournment thereof. A shareholder entitled to vote at the Meeting is entitled to appoint a proxyholder to attend and vote in his/her stead. If you are unable to attend the Meeting, or any adjournment thereof, in person, please date, execute, and return the enclosed Proxy in accordance with the instructions set out in the notes to the Proxy and any accompanying information from your intermediary.

DATED at Vancouver, British Columbia, this 15th day of February, 2023.

**ON BEHALF OF THE BOARD OF
DIRECTORS OF NEWPATH RESOURCES
INC.**

By: “*Alex McAulay*”

Chief Executive Officer

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.