

CONSTANTINE METAL RESOURCES LTD.

NOTICE OF MEETING OF SECURITYHOLDERS TO BE HELD OCTOBER 25, 2022

NOTICE IS HEREBY GIVEN that, pursuant to an order (the “**Interim Order**”) of the Supreme Court of British Columbia dated September 21, 2022, a Meeting (the “**Constantine Meeting**”) of the shareholders and optionholders (“**Constantine Securityholders**”) of Constantine Metal Resources Ltd. (“**Constantine**”) will be held at the offices of Blake, Cassels & Graydon LLP, located at 2600 – 595 Burrard Street, Vancouver, British Columbia V7X 1L3 at 9:00 a.m. (Vancouver time) on Tuesday, October 25, 2022 for the following purposes:

- (a) to consider and, if thought fit, to pass, with or without variation, the special resolutions (the “**Arrangement Resolutions**”), the full text of which are set forth in Appendix A to the accompanying management information circular of Constantine dated September 22, 2022 (the “**Circular**”), to approve a plan of arrangement (the “**Arrangement**”) under Section 288 of the *Business Corporations Act* (British Columbia) (“**BCBCA**”) involving, Constantine and American Pacific Mining Corp. (“**APM**”); and
- (b) to transact such further and other business as may properly be brought before the Constantine Meeting or any adjourned or postponed Constantine Meeting.

Specific details of the matters to be put before the Constantine Meeting are set forth in the accompanying Circular.

If the Arrangement Resolutions are not approved by the Constantine Securityholders at the Constantine Meeting, the Arrangement cannot be completed.

The board of directors of Constantine unanimously recommends that the Constantine Securityholders vote IN FAVOUR of the Arrangement Resolutions.

The record date (the “**Record Date**”) for the determination of Constantine Securityholders entitled to receive notice of and to vote at the Constantine Meeting is September 13, 2022. Only Constantine Securityholders whose names have been entered in the register of Constantine Shareholders and Constantine Optionholders, as applicable, at the close of business on the Record Date will be entitled to receive notice of and to vote at the Constantine Meeting.

Each Constantine Share and Constantine Option entitled to be voted at the Constantine Meeting will entitle the holder thereof to one vote at the Constantine Meeting. The Arrangement Resolutions must be approved by at least: (i) 66 $\frac{2}{3}$ % of the votes cast by Constantine Securityholders, voting together as a single class, present in person or represented by proxy at the Constantine Meeting; (ii) 66 $\frac{2}{3}$ % of the votes cast by Constantine Shareholders present in person or represented by proxy at the Constantine Meeting; and (iii) a simple majority of the votes cast on the Arrangement Resolutions by Constantine Shareholders present or in person or represented by proxy at the Constantine Meeting, excluding for this purpose votes attached to the Constantine Shares held by persons described in items (a) through (d) of Section 8.1(2) of MI 61-101.

A Constantine Securityholder may attend the Constantine Meeting in person or may be represented by proxy. Constantine Securityholders that are unable to attend the Constantine Meeting or any adjourned or postponed Constantine Meeting in person are requested to date, sign and return the accompanying form of proxy for use at the Constantine Meeting or any adjourned or postponed Constantine Meeting. In order to be acted upon at the Constantine Meeting, validly completed instruments of proxy must be received by Computershare Investor Services Inc., Attention: Proxy Department, by mail: 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1, or by facsimile: 1-866-249-7775 for Toll Free within North America or 1-416-263-9524 outside of North America, no later than 9:00 a.m. (Vancouver time) on October 21, 2022 or 48 hours (excluding weekends and holidays in the Province of British Columbia) prior to the time of any adjourned or postponed Constantine Meeting. Notwithstanding the foregoing, the Chair of the Constantine Meeting has the discretion to accept proxies received after such deadline. The time

limit for the deposit of proxies may be waived or extended by the Chair of the Constantine Meeting at his or her discretion, without notice. Registered holders of Constantine Shares (“**Registered Shareholders**”) may use the internet (www.investorvote.com) or the telephone (1-866-732-8683) to transmit voting instructions on or before the date and time noted above and may also use the internet to appoint a proxyholder to attend and vote on behalf of such Registered Shareholder at the Constantine Meeting. For information regarding voting or appointing a proxyholder by internet or voting online or by telephone, see the form of proxy and/or the section of the Circular entitled “*Part IV – General Proxy Matters*” in the accompanying Circular.

Beneficial (non-registered) holders of Constantine Shares who receive these materials through their broker, bank, trust company or other intermediary or nominee should follow the instructions provided by such broker, bank, trust company or other intermediary or nominee.

Pursuant to the Interim Order, Registered Shareholders as of the Record Date have been granted the right to dissent in respect of the Arrangement Resolutions and to be paid an amount equal to the fair value of their Constantine Shares as of the close of business on the business day before the Arrangement Resolutions were approved, provided that they have strictly complied with the Dissent Procedures set forth in the BCBCA, as modified by the Plan of Arrangement and the Interim Order, and any other order of the Court. This Dissent Right and the Dissent Procedures are described in the Circular. Failure to comply strictly with the Dissent Procedures described in the Circular may result in the loss of any Dissent Rights. A Constantine Shareholder considering exercising Dissent Rights should seek independent legal advice. See the section entitled “*Part I – The Arrangement – Right to Dissent*” and Appendix M, “*Sections 237 through Section 247 of the Business Corporations Act (British Columbia)*” in the accompanying Circular.

The proxyholder has discretion under the accompanying form of proxy or VIF with respect to any amendments or variations of the matter of business to be acted on at the Constantine Meeting or any other matters properly brought before the Constantine Meeting or any adjourned or postponed Constantine Meeting, in each instance, to the extent permitted by law, whether or not the amendment, variation or other matter that comes before the Constantine Meeting is routine and whether or not the amendment, variation or other matter that comes before the Constantine Meeting is contested. As of the date hereof, management of Constantine knows of no amendments, variations or other matters to come before the Constantine Meeting other than the matter set forth in this Notice of Meeting. Constantine Securityholders that are planning on returning the accompanying form of proxy or VIF are encouraged to review the Circular carefully before submitting the form of proxy or VIF.

Dated this 22nd day of September, 2022.

**BY ORDER OF THE BOARD OF DIRECTORS OF
CONSTANTINE METAL RESOURCES LTD.**

(signed) “**J. Garfield MacVeigh**”

J. Garfield MacVeigh

President and Chief Executive Officer