

RATHDOWNEY RESOURCES LTD.
Suite 1400 – 1040 West Georgia Street
Vancouver, British Columbia, V6E 4H1
Telephone No. (604) 684-6365

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the Annual General Meeting (the "Meeting") of Shareholders of **Rathdowney Resources Ltd.** (the "Company") will be held at Suite 1400 – 1040 West Georgia Street, Vancouver, British Columbia, on June 6, 2024 at 10:00 AM (Pacific Time) for the following purposes:

1. To receive the annual financial statements of the Company for its fiscal year ended December 31, 2023, the report of the auditor thereon and related management discussion and analysis (the "Financial Statements");
2. To set the number of directors of the Company at four;
3. To elect directors of the Company for the ensuing year;
4. To appoint the auditor of the Company for the ensuing year, and to authorize the directors to fix the auditors' remuneration;
5. To ratify and approve the Company New Share Option Plan, as described in the Information Circular prepared for the Meeting.

An Information Circular accompanies this Notice. The Information Circular contains further particulars of matters to be considered at the Meeting. The Meeting will also consider any permitted amendment to or variation of any matter identified in this Notice, and will transact such other business as may properly come before the Meeting or any adjournment thereof. Copies of the Financial Statements will be made available at the Meeting and are available on SEDAR+ at www.sedarplus.ca.

Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy or another suitable form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

Non-registered (beneficial) shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form and in the Information Circular to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.

DATED at Vancouver, British Columbia, May 6, 2024.

BY ORDER OF THE BOARD

/s/ Rene Carrier

Rene Carrier
Interim Chairman