

GENERATION MINING LIMITED
100 King Street West, Suite 7010
Toronto, Ontario M5X 1B1

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual **and special** meeting (the “**Meeting**”) of shareholders of **Generation Mining Limited** (the “**Company**”) will be held on **Wednesday, June 24, 2026**, at the hour of 11:00 a.m. (Eastern time), at 100 King Street West, Suite 7010, Toronto, Ontario M5X 1B1.

The Meeting will be held for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Company for the year ended December 31, 2025, and the report of the auditors thereon;
2. to set the number of directors of the Company at six;
3. to elect the directors of the Company;
4. to appoint the auditors of the Company and to authorize the directors to fix their remuneration;
5. to consider, and if deemed advisable, to approve, with or without variation, an ordinary resolution to approve all unallocated entitlements under the Company’s amended and restated omnibus equity incentive plan;
6. in connection with a potential future listing of the Common Shares on a recognized U.S. stock exchange, to consider, and if deemed advisable, to pass with or without variation, a special resolution authorizing and approving an amendment to the Company’s articles to provide that: (i) the authorized capital of the Company be altered by consolidating all of the issued and outstanding common shares of the Company (the “**Common Shares**”) on the basis of one post-consolidation common share for a number of pre-consolidation Common Shares to be determined within a range of whole numbers between two (2) and 10 outstanding pre-consolidation Common Shares, with the exact ratio to be set within this range by the board of directors of the Company in its sole discretion, at anytime prior to June 24, 2027; and (ii) any fractional common shares arising from the consolidation of the Shares will be deemed to have been tendered by their registered owner to the Company for cancellation for no consideration; and
7. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

Shareholders are also invited to watch the Meeting online or listen by telephone by registering in advance of the Meeting at <https://us06web.zoom.us/meeting/register/9hFYRqBwSGuJuoAO2tX19Q> or by contacting the company at info@genmining.com to request the meeting particulars.

A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his, her or its duly executed form of proxy with the Company’s transfer agent and registrar, TSX Trust Company, by: (i) mail at 100 Adelaide Street West, Suite 301, Toronto, Ontario, M5H 4H1; (ii) by fax at (416) 595-9593; or by internet at www.voteproxyonline.com, not later than 11:00 a.m. (Eastern time) on Monday, June 22, 2026, or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the time of such adjourned meeting.

Shareholders who are unable to attend the Meeting in person, are requested to date, complete, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting.

The board of directors of the Company has by resolution fixed the close of business on Wednesday, May 13, 2026, as the record date, being the date for the determination of the registered holders of common shares of the Company entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof.

ONLINE MEETING GUIDANCE

All shareholders are encouraged to vote on the matters before the Meeting by proxy in the manner set out herein and in the accompanying management information circular of the Company dated May 14, 2026 (the “Circular”). The Company is offering its shareholders the option to watch the Meeting online or listen by telephone. However, Shareholders who are not attending the Meeting in person will not be able to participate and vote at the Meeting. Please see details on how to watch and listen to the Meeting in the accompanying Circular.

NOTICE-AND-ACCESS

Notice is also hereby given that the Company has decided to use the notice-and-access method of delivery of meeting materials for the Meeting for beneficial owners of common shares of the Company (the “Non-Registered Holders”) and for registered shareholders. The notice-and-access method of delivery of meeting materials allows the Company to deliver the meeting materials over the internet in accordance with the notice-and-access rules adopted by the Ontario Securities Commission under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer*. Under the notice-and-access system, registered shareholders will receive a form of proxy and the Non-Registered Holders will receive a voting instruction form enabling them to vote at the Meeting. However, instead of a paper copy of the notice of Meeting, the management information circular, the annual consolidated financial statements of the Company for the financial year ended December 31, 2025, and related management’s discussion and analysis and other meeting materials (collectively the “Meeting Materials”), shareholders receive a notification with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and will also reduce the cost of printing and mailing the Meeting Materials to shareholders. Shareholders are reminded to view the Meeting Materials prior to voting. The Company will not be adopting stratification procedures in relation to the use of notice-and access provisions.

Websites Where Meeting Materials Are Posted:

Meeting Materials can be viewed online under the Company’s profile at www.sedarplus.ca or on the Company’s page on the website of TSX Trust Company, the Company’s transfer agent and registrar, at <https://docs.tsxtrust.com/2195>. The Meeting Materials will remain posted on the TSX Trust Company’s website at least until the date that is one year after the date the Meeting Materials were posted.

How to Obtain Paper Copies of the Meeting Materials

Shareholders may request paper copies of the Meeting Materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Meeting Materials are posted on the TSX Trust Company’s website. In order to receive a paper copy of the Meeting Materials or if you have questions concerning notice-and-access, please contact the Company’s transfer agent and registrar, TSX Trust Company, by calling toll free at 1-866-600-5869 or by email at tsxtis@tmx.com. **Requests should be received by 4:00 p.m. (Eastern time) on June 15, 2026, in order to receive the Meeting Materials in advance of the Meeting.**

The accompanying management information circular provides additional detailed information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this notice of annual meeting. Additional information about the Company and its financial statements are also available on the Company’s profile at www.sedarplus.ca.

DATED at Toronto, Ontario this 14th day of May, 2026.

BY ORDER OF THE BOARD

/s/ Kerry Knoll

Kerry Knoll
Chairman