



NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that a special meeting (the “**Meeting**”) of the shareholders of Camino Minerals Corporation (the “**Corporation**”) will be held on March 31, 2025, at 10:00 a.m. (Vancouver time) at Suite 2200 - 885 West Georgia Street, Vancouver, British Columbia, V6C 3E8, for the following purposes:

1. to consider and if deemed advisable, to pass, with or without amendment, an ordinary resolution (the “**Transaction Resolution**”), the full text of which is set forth in Schedule A of the accompanying management information circular of the Corporation dated February 12, 2025 (the “**Circular**”), of the disinterested shareholders of the Corporation entitled to vote on such resolution in accordance with the requirements of the TSX Venture Exchange (“**TSXV**”) (which TSXV requirements also incorporate the requirements of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”), approving (i) the reverse take-over (the “**Proposed Transaction**”) involving Santiago Metals Investment Holdings II SLU and Santiago Metals Investment Holdings II-A LLC (together, the “**Vendors**”), the Corporation, Nittetsu Mining Co., Ltd., Camino-Nittetsu Mining Chile SpA, and Cuprum Resources Chile SpA (the “**Target**”), a wholly-owned subsidiary of the Vendors, all in accordance with the terms of the share purchase agreement dated October 4, 2024 (as amended on February 4, 2025, the “**Share Purchase Agreement**”) among the Corporation, the Vendors, Nittetsu Mining Co., Ltd., and Camino-Nittetsu Mining Chile SpA, and (ii) certain matters ancillary thereto, the particulars of which are described in the Circular;
2. subject to the approval of the Transaction Resolution, to consider and if deemed advisable, to pass, with or without amendment, an ordinary resolution (the “**New Control Person Resolution**”), the full text of which is set forth in Schedule B of the Circular, to be approved by the disinterested shareholders of the Corporation, approving the creation of the Vendors as new “Control Persons” (as such term is defined in the rules and policies of the TSXV) of the Corporation in connection with the Proposed Transaction, as required by the rules and policies of the TSXV; and
3. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

The board of directors of the Corporation has fixed February 19, 2025 (the “**Record Date**”), as the record date for determining the shareholders of the Corporation entitled to receive notice of, and to vote or act, at the Meeting and at any adjournment or postponement thereof. No person who becomes a shareholder after the Record Date will be entitled to vote or act at the Meeting or any adjournment or postponement thereof.

This notice of meeting (the “**Notice of Meeting**”) is accompanied by instructions to access the Circular and a form of proxy (the “**Proxy**”) solicited by the management of the Corporation for the Meeting. The Circular contains important details with respect to the Proposed Transaction and the business to be transacted at the Meeting. If a shareholder receives more than one Proxy because such shareholder owns shares registered in different names or addresses, each Proxy should be completed and returned as indicated in the Proxy.

Notice-and-Access

The Corporation is utilizing the notice-and-access mechanism (the “**Notice-and-Access Provisions**”) under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) and National Instrument 51-102 – *Continuous Disclosure Obligations* (“**NI 51-102**”), for distribution of proxy-related materials to registered and non-registered shareholders.

Under the Notice-and-Access Provisions, instead of receiving printed copies of the Circular, registered and non-registered shareholders will receive the Notice of Meeting with information on the Meeting date, location, and purpose, as well as information on how they may access the Circular electronically and how they may vote.

Electronic copies of the Notice of Meeting, the Circular, and associated meeting materials may be found under the Corporation's company profile on the Canadian System for Electronic Documents Analysis and Retrieval + ("SEDAR+") at www.sedarplus.ca and the Corporation's website at <https://caminocorp.com/investors/#2025specialmeeting>.

Any shareholder who wishes to receive a paper copy of the meeting materials (including the Circular) should contact the Corporation (i) by mail, at c/o Camino Minerals Corporation, Suite 2200 - 885 West Georgia Street, Vancouver, British Columbia, V6C 3E8, Attention: President and Chief Executive Officer, (ii) by telephone, at +1-604-493-2058, or (iii) by email, at info@caminocorp.com, at any time up to and including the date of the Meeting, or any adjournment or postponement thereof. Shareholders may also use the telephone number noted above to obtain additional information about the Notice-and-Access Provisions. Under Notice-and-Access Provisions, the meeting materials will be available for viewing for up to one year from the date of posting and a paper copy of the meeting materials can be requested at any time during this period.

In order to allow for reasonable time to be allotted for a shareholder to receive and review a paper copy of the Circular before the deadline to submit a proxy (described in the Circular), any shareholder wishing to request a paper copy of the Circular as described above should ensure such request is received by the Corporation no later than 5:00 p.m. (Vancouver time) on Friday, March 21, 2025.

SHAREHOLDERS ARE REMINDED TO REVIEW THE CIRCULAR CAREFULLY PRIOR TO VOTING ON THE MATTERS BEING TABLED AT THE MEETING, AS THE CIRCULAR HAS BEEN PREPARED TO HELP SHAREHOLDERS MAKE AN INFORMED DECISION ON SUCH MATTERS.

The Corporation will not use the procedure known as "stratification" in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the Circular to certain shareholders with the notice package.

Voting

Registered shareholders who are unable, or do not wish, to attend the Meeting in person, are requested to complete, date, execute and return the accompanying Proxy to Camino Minerals Corporation, c/o Odyssey Trust Company, Trader's Bank Building, 702 - 67 Yonge Street, Toronto, Ontario, M5E 1J8. Your Proxy must be received no later than 10:00 a.m. (Vancouver time) on Thursday, March 27, 2025, or, if the Meeting is adjourned or postponed, not later than 48 hours (excluding Saturdays and holidays) before the time for holding the adjourned or postponed Meeting.

Registered shareholders may also complete the Proxy:

- (i) online, following the instructions provided on the Proxy, at: <https://login.odysseytrust.com/pxlogin>;
- (ii) via e-mail at proxy@odysseytrust.com; or
- (iii) by facsimile at +1 (800) 517-4553.

If you are a non-registered shareholder and receive these materials through your broker or another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or other intermediary. If you are a non-registered shareholder and do not complete and return the materials in accordance with such instructions, you may lose the right to vote at the Meeting.

Applicable Shareholder Approval Requirements and MI 61-101

The Proposed Transaction involves Non-Arm's Length Parties (within the meaning of the policies of the TSXV) and there may be other circumstances present which may compromise the independence of Camino with respect to the Proposed Transaction. Accordingly, in accordance with the policies of the TSXV, the Transaction Resolution must be approved by a majority of the votes cast by shareholders of the Corporation, excluding those votes attaching to securities beneficially owned (or over which control or direction is exercised) by Non-Arm's Length Parties. Denham Capital, the Vendors and their respective affiliates are Non-Arm's Length Parties within the meaning of the policies

of the TSXV, and accordingly, will not be entitled to vote to approve the Proposed Transaction for the purposes of the “disinterested shareholder approval” in accordance with the policies of the TSXV.

In addition, the Proposed Transaction constitutes a “related party transaction” under MI 61-101, and accordingly, also requires minority shareholder approval pursuant to MI 61-101 and Policy 5.9 - *Protection of Minority Security Holders in Special Transactions* of the TSXV (which incorporates the requirements of MI 61-101).

In relation to approval of the Proposed Transaction, “minority approval” requires the approval of the Transaction Resolution by not less than a simple majority (50% + 1) of the holders of common shares of the Corporation (as constituted on the date hereof, the “**Camino Shares**”), other than Camino Shares beneficially owned (or over which control or direction is exercised) by: (a) Camino; (b) an “interested party” (as defined in MI 61-101); (c) a “related party” to such interested party within the meaning of MI 61-101 (subject to certain exceptions); and (d) any person that is a joint actor with any party referred to in (b) or (c) (collectively, the “**Excluded Shareholders**”).

Under MI 61-101, a “related party” of an entity includes, among others, (i) a control person of the entity, (ii) directors and senior officers of the entity, (iii) a person that has beneficial ownership of, and/or control or direction over, directly or indirectly, securities of the entity carrying more than 10% of the voting rights attached to all the entity’s outstanding voting securities, and (iv) an affiliated entity of any person described in any of the foregoing subclauses.

At the time the Share Purchase Agreement was entered into, the Vendors were entities owned by a fund advised by Denham Capital Management LP (“**Denham Capital**”), which, through one or more funds owned and advised by it, held approximately 14.1% of the issued and outstanding Camino Shares. As of the date hereof, the Vendors continue to be entities owned by Denham Capital, and Denham Capital beneficially owns, or has control or direction over, an aggregate of 7,292,220 Camino Shares, representing approximately 16.4% of the issued and outstanding Camino Shares (calculated on a non-diluted basis).

Based on the foregoing, (i) Denham Capital and the Vendors were at the relevant time (and currently continue to be) affiliated entities and may also be considered joint actors, and (ii) each of Denham Capital and the Vendors were at the relevant time (and currently continue to be) a “related party” of the Corporation for the purposes of MI 61-101, as determined in accordance with MI 61-101. Accordingly, Denham Capital, the Vendors and their respective affiliates constitute Excluded Shareholders for the purposes of MI 61-101 and will not be entitled to vote to approve the Proposed Transaction, for the purposes of the “minority shareholder approval” of MI 61-101.

Required Shareholder Approval for New Control Person Resolution

At the Meeting, we will also be seeking your approval of the New Control Person Resolution, in the form annexed to the Circular as Schedule B, approving the creation of new Control Persons of the Corporation (being, Santiago Metals Investment Holdings II SLU and Santiago Metals Investment Holdings II-A LLC) arising out of the Proposed Transaction, as requested by the TSXV. To be approved, the New Control Person Resolution must be passed by a simple majority of the votes cast by the shareholders of Camino present in person or represented by proxy at the Meeting and entitled to vote thereat, excluding the votes cast by such shareholders of Camino required to be excluded by the policies of the TSXV.

SHAREHOLDERS ARE REMINDED TO REVIEW THE ACCOMPANYING CIRCULAR CAREFULLY BEFORE EXERCISING THEIR RIGHT TO VOTE.

DATED at Vancouver, British Columbia, this 12th day of February 2025.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) “Jay Chmelauskas”

Jay Chmelauskas
President and Chief Executive Officer