

PALLADIUM ONE MINING INC.

Suite 3704 - 88 Scott Street,
Toronto, ON
M5E 0A9

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and special meeting (the "**Meeting**") of the shareholders of Palladium One Mining Inc. (the "**Company**") will be held at 25th Floor Park Place, 666 Burrard Street, Vancouver, BC, at 10:00 a.m. (Vancouver time) on July 24, 2023 for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for the financial year ended December 31, 2022 together with the report of the auditor thereon;
2. to elect directors of the Company for the ensuing year;
3. to appoint the auditor of the Company for the ensuing year and to authorize the directors of the Company to fix the remuneration of the auditor;
4. to consider and, if deemed advisable, to pass, with or without variation, a resolution of shareholders of the Company, in accordance with the requirements of the TSX Venture Exchange, confirming and approving the share incentive plan of the Company; and
5. to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

Particulars of the foregoing matters are set forth in the accompanying management information circular (the "**Circular**"). Please review the Circular carefully and in full prior to voting in relation to the matters set out above as the Circular has been prepared to help you make an informed decision on such matters.

The directors of the Company have fixed the close of business on June 2, 2023 as the record date (the "**Record Date**") for the determination of shareholders entitled to receive notice of, and to vote at, the Meeting. Only shareholders whose names have been entered in the register of shareholders as of the close of business on the Record Date will be entitled to receive notice of, and to vote at, the Meeting.

Shareholders are entitled to vote at the Meeting either in person or by proxy, as described in the Circular under the heading "*General Proxy Information*". Only registered shareholders of the Company, or the persons they appoint as their proxies, are entitled to attend and vote at the Meeting. For information with respect to shareholders who own their Common Shares through an intermediary, see "*General Proxy Information – Non-Registered Shareholders*" in the Circular.

Whether or not you are able to attend the Meeting in person, you are encouraged to provide voting instructions on the enclosed form of proxy as soon as possible. To be included at the Meeting, your completed and executed form of proxy must be received by TSX Trust Company, Suite 301-100 Adelaide Street West, Toronto, Ontario, M5H 4H1, no later than 10:00 a.m. (Vancouver time) on July 20, 2023 (or no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to any reconvened Meeting in the event of an adjournment of the Meeting) or deposited with the Chair of the Meeting prior to the commencement of the Meeting or any

adjournment thereof. Voting instructions may also be provided by telephone or the internet by following the instructions on the form of proxy.

DATED at Vancouver, British Columbia this June 19, 2023.

BY ORDER OF THE BOARD

(signed) "Derrick Weyrauch"

President and Chief Executive Officer