

**OSINO RESOURCES CORP.**  
**(“Osino” or the “Company”)**

**NOTICE OF SPECIAL MEETING OF SECURITYHOLDERS**

NOTICE IS HEREBY GIVEN that a special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares of Osino (the “**Osino Shares**”), holders (the “**Optionholders**”) of options to purchase Osino Shares (the “**Osino Options**”), holders (the “**DSU Holders**”) of deferred share units of Osino (the “**Osino DSUs**”), holders (the “**Warrantholders**”) of warrants to purchase Osino Shares (the “**Osino Warrants**”) and holders of restricted share units (the “**Osino RSUs**”) and together with the Osino Shares, Osino Options, Osino DSUs and Osino Warrants, the “**Securities**”) of Osino (the “**RSU Holders**”) and together with Shareholders, Optionholders, DSU Holders and Warrantholders, the “**Securityholders**”) of Osino will be held on April 29, 2024 at 8:30 a.m. (Vancouver Time) via live webcast at <https://meetnow.global/MZN6X7N> for the following purposes:

- (a) to consider, pursuant to an interim order of the Supreme Court of British Columbia (the “**Interim Order**”), and, if thought advisable, to pass, with or without amendment, a special resolution (the “**Arrangement Resolution**”) approving the plan of arrangement (the “**Arrangement**”) under Division 5 of Part 9 of the *Business Corporations Act* (British Columbia) involving Osino, Yintai Gold Co., Ltd. (“**Yintai**”), 1466331 B.C. Ltd. (the “**Purchaser**”) and Hainan Shengwei Trading Co., Ltd., the full text of which is set forth in Appendix “A” to the accompanying management information circular (the “**Circular**”); and
- (b) to transact such further or other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

The Circular provides additional information relating to the matters to be addressed at the Meeting, including the Arrangement, and is deemed to form part of this Notice.

Securityholders as of the close of business on the record date of March 15, 2024, are entitled to vote at the Meeting either by attending via live webcast or by proxy. Important information and detailed instructions about how to participate in the Meeting are available in the accompanying Circular.

Registered Securityholders who are unable to attend the Meeting are encouraged to read, complete, sign, date and return the enclosed form of proxy in accordance with the instructions set out in the proxy and in the Circular. In order to be valid for use at the Meeting, proxies must be received by Computershare Investor Services Inc., 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, fax number: 1-866-249-7775 or 1-416-263-9524 (if outside North America) or online at [www.investorvote.com](http://www.investorvote.com), by 8:30 a.m. (Vancouver time) on April 25, 2024, or two business days prior to any adjournment or postponement of the Meeting. The time limit for deposit of proxies may be waived or extended by the Chair of the Meeting at his discretion, without notice.

If you are not a Registered Securityholder, please refer to the section in the Circular entitled “*General Proxy Information — Non-Registered Shareholders (Canadian Beneficial Owners and US Beneficial Owners)*” for information on how to vote your Osino Securities.

Osino’s board of directors (the “**Board**”) has fixed the close of business on March 15, 2024, as the record date for determining Securityholders entitled to receive notice of, and to vote at, the Meeting and any postponement or adjournment of the Meeting.

Take notice that, pursuant to the Interim Order, each registered Shareholder as of the record date has been granted the right to dissent in respect of the Arrangement Resolution and, if the Arrangement becomes effective, to be paid the fair value of the Osino Shares in respect of which such registered

Shareholder dissents by Osino, in accordance with the dissent procedures contained in the Interim Order. To exercise such right, (a) a written notice of dissent with respect to the Arrangement Resolution from the registered Shareholder must be received by Osino at its address for such purpose, c/o Suite 1890 – 1075 West Georgia Street, Vancouver, British Columbia, V6E 3C9, Attention: Tony da Silva, Chief Financial Officer of Osino and Leanne Ratzlaff, Corporate Secretary of Osino (with a copy by email to [leanne@denovogroup.ca](mailto:leanne@denovogroup.ca)), by not later than 8:30 a.m. (Vancouver time) on April 25, 2024, or two business days prior to any adjournment or postponement of the Meeting, and (b) the registered Shareholder must have otherwise complied with the dissent procedures in the Interim Order. The right to dissent is described in the Circular and the text of the Interim Order is set forth in Appendix “E” to the Circular.

**Failure to strictly comply with the requirements set forth in the Interim Order may result in the loss of any right of dissent.**

DATED at Toronto, Ontario as of the 25<sup>th</sup> day of March, 2024.

BY ORDER OF THE BOARD

*“Heye Daun”*

Heye Daun  
President and Chief Executive Officer