



NORTHCLIFF RESOURCES LTD.
1040 West Georgia Street
14th Floor
Vancouver, British Columbia V6E 4H1
Telephone No. (604) 684-6365 / Fax No. (604) 681-2741.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

Take notice that the annual general meeting (the “Meeting”) of shareholders of **Northcliff Resources Ltd.** (the “Company”) will be held at 14th Floor – 1040 West Georgia Street, Vancouver, British Columbia, Canada on May 22, 2025 at 2:00 pm., local time, for the following purposes:

1. To receive the financial statements of the Company for the financial year ended October 31, 2024, the report of the auditor and the related management discussion and analysis;
2. To set the number of persons to be elected director of the Company at five (5);
3. To elect directors of the Company for the ensuing year;
4. To appoint an auditor of the Company for the ensuing year;
5. To consider, and if thought advisable, to approve an ordinary resolution approving the Company’s share option plan and its continuance for a three-year period as described in the accompanying Information Circular; and

No other matters are contemplated for consideration at the Meeting, however any permitted amendment to or variation of any matter identified in this Notice of Meeting (the “Notice”) may properly be considered at the Meeting or any adjournment thereof. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

An Information Circular (the “Circular”) accompanies this Notice, which contains details of matters to be considered at the Meeting. Copies of the audited financial statements for the fiscal year ended October 31, 2024, the report of the auditor and related management discussion and analysis, as well as the Annual Information Form (the “annual financials”), will be made available at the Meeting and are available on SEDAR at www.sedar.com.

While registered shareholders are entitled to attend the Meeting in person we strongly recommend that all Shareholders vote by proxy and do not attend the Meeting. Accordingly we ask that registered shareholders complete, date and sign the enclosed form of Proxy, and deliver it in accordance with the instructions set out in the form of Proxy and in the Information Circular.

If you hold your Common Shares in a brokerage account, you are a non-registered shareholder (“Beneficial Shareholder”). Beneficial Shareholders who hold their Common Shares through a bank, broker or other financial intermediary should carefully follow the instructions found on the form of Proxy or VIF provided to them by their intermediary, in order to cast their vote, or in order to notify the Company if they plan to attend the Meeting.

DATED at Vancouver, British Columbia the 23rd day of April, 2025.

BY ORDER OF THE BOARD

Per:

“Andrew Ing

**Andrew Ing
Chief Executive Officer**