

TINCORP METALS INC.

**Suite 1750 – 1066 West Hastings Street
Vancouver, British Columbia
Canada V6E 3X1**

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the 2026 annual general and special meeting (the "**Meeting**") of the shareholders (the "**Shareholders**") of Tincorp Metals Inc. (the "**Company**") will be held at Suite 1750 – 1066 West Hastings Street, Vancouver, British Columbia V6E 3X1 in the main boardroom on **Tuesday, May 5, 2026 at 10:00 a.m. (Vancouver time)**, and at any adjournment or postponement thereof, for the following purposes:

1. to receive the audited financial statements of the Company for the financial year ended December 31, 2025, together with the report of the auditor thereon;
2. to fix the number of directors of the Company at five;
3. to elect directors of the Company for the ensuing year;
4. to re-appoint Deloitte LLP as auditors of the Company for the ensuing year, and to authorize the directors to fix the auditors' remuneration;
5. to confirm the Company's omnibus equity incentive plan (the "**Omnibus Plan**"), as more fully described in the management information circular attached hereto (the "**Circular**") under the heading "*Particulars of Matters to Be Acted Upon – Confirmation of Omnibus Equity Incentive Plan*";
6. to consider, and if deemed advisable, to pass, with or without variation, an ordinary resolution (the "**Acquisition Resolution**"), the full extent of which is set forth in Schedule "A" to the Circular, authorizing and approving the Company's acquisition of all the issued and outstanding shares of Santa Barbara Metals Inc. ("**Santa Barbara**"), a wholly owned indirect subsidiary of Silvercorp Metals Inc., which will hold the assets comprising the Santa Barbara Gold-Copper project located in the Zamora Copper-Gold Belt in southeastern Ecuador, and to enter into any further agreements and take any further actions as required to complete the transaction as contemplated in the share purchase agreement dated February 24, 2026, all as more particularly described in the Circular;
7. to consider and, if thought advisable, to pass, with or without variation, an ordinary resolution (the "**Financing Resolution**"), the full extent of which is set forth in Schedule "A" to the Circular, approving the issuance of 43,750,000 subscription receipts of the Company (the "**Subscription Receipts**") at a price of \$0.40 per Subscription Receipt for aggregate gross proceeds to the Company of up to \$17,500,000, including the issuance of such number of Subscription Receipts purchased by Mr. Rui Feng, Mr. Lorne Waldman and Mr. Alex Zhang, each an insider of the Company, all as more particularly described in the Circular; and
8. to transact such other business as may properly be brought before the Meeting or at any adjournment thereof.

The directors of the Company have fixed April 1, 2026 as the record date for the Meeting (the "**Record Date**") for determining Shareholders who are entitled to receive this notice of meeting and to vote at the Meeting. Only registered Shareholders of record (the "**Registered Shareholders**") at the close of business on the Record Date are entitled to vote at the Meeting or any adjournment or postponement thereof. Shareholders are entitled to vote at the Meeting either in person or by proxy. Shareholders are encouraged to attend the Meeting. **We encourage you to vote by proxy in advance of the Meeting.**

Each Registered Shareholder whose name is entered on the central securities register of the Company at the close of business on the Record Date is entitled to one vote for each common share of the Company (each, a "**Common Share**") registered in his, her or its name. In order to become effective, each of the Acquisition Resolution and the Financing Resolution must be approved by a simple majority of votes cast on such resolution by holders of Common Shares present in person or represented by proxy at the Meeting, other than votes attached to Common Shares required to be excluded from such resolution pursuant to Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* and Policy 5.3 *Acquisitions and Dispositions of Non-Cash Assets* of the TSX Venture Exchange.

Registered Shareholders who are unable to or who do not wish to attend the Meeting in person are requested to date and sign the enclosed proxy form promptly and return it in the self-addressed envelope enclosed for that purpose or by any of the other methods indicated on the Proxy form. To be used at the Meeting, proxies must be received by Endeavor Trust Corporation, 702-777 Hornby St., Vancouver, British Columbia V6Z 1S4 by 10:00 a.m. (Vancouver time) on May 1, 2026 or, if the Meeting is adjourned, by 10:00 a.m. (Vancouver time), on the second last business day prior to the date on which the Meeting is reconvened, or may be accepted by the Chairman of the Meeting prior to the commencement of the Meeting. If a Registered Shareholder receives more than one Proxy form because such Shareholder owns shares registered in different names or addresses, each Proxy form should be completed and returned. All instructions are listed in the form of proxy. Registered Shareholders' proxy must be received by not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) prior to the time set for the holding of the Meeting, or any adjournment or postponement thereof, unless the Chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently.

If a Shareholder's Common Shares are not registered in their name (a "**Non-Registered Shareholder**") but are held through a broker, investment dealer, bank, trust, company, custodian, nominee or other intermediary (a "**Intermediary**") and such Shareholder has not objected to their Intermediary disclosing certain ownership information to the Company, such Shareholder can expect to receive a voting instruction form ("**VIF**"). Please complete and return the request for voting instructions in accordance with the instructions provided. Failure to do so may result in such securities not being voted at the Meeting.

A Shareholder who wishes to appoint a person other than the management nominees identified on the applicable form(s) of proxy or VIF, as applicable, to represent him, her or it at the Meeting may do so by inserting such person's name in the blank space provided in the applicable form(s) of proxy or VIF, as applicable, and following the instructions for submitting such form of proxy or VIF, as applicable. **If a Shareholder wishes that a person other than the management nominees identified on the form of proxy or VIF attend and participate at the Meeting as him, her or its proxy and vote their Common Shares, including if such Shareholder is not a Registered Shareholder and wishes to appoint himself, herself or itself as proxyholder to attend, participate and vote at the Meeting, such Shareholder MUST submit his, hers or its form of proxy (or proxies) or VIF, as applicable, in accordance with the instructions set out in the Circular.**

Non-Registered Shareholders should carefully follow the instructions of their intermediaries to ensure that their Common Shares are voted at the Meeting in accordance with such Shareholder's instructions.

DATED at the City of Vancouver, in the Province of British Columbia, this 2nd day of April, 2026.

BY ORDER OF THE BOARD OF DIRECTORS

"Victor Feng"

Victor Feng

**Interim Chief Executive Officer and VP, Corporate Development
Tincorp Metals Inc.**