

KARNALYTE RESOURCES INC.

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual meeting (the “**Meeting**”) of the holders (“**Shareholders**”) of common shares (“**Common Shares**”) of Karnalyte Resources Inc. (“**Karnalyte**” or the “**Company**”) will be held at the Saskatoon Club, 417 21st Street East, Saskatoon, Saskatchewan, on Tuesday, June 25, 2024, at 9:30 a.m. (Saskatoon time) for the following purposes:

1. to elect the board of directors of the Company;
2. to receive the annual audited financial statements of the Company for the financial year ended December 31, 2023, together with the report of the auditors thereon;
3. to re-appoint the auditors of the Company and to authorize the board of directors of the Company to fix their remuneration; and
4. to transact such further or other business as may properly be brought before the Meeting or any adjournment thereof.

Other Important Information

The board of directors of the Company (the “**Board**”) has fixed May 16, 2024 as the record date (the “**Record Date**”) for determining Shareholders who are entitled to receive notice of and to vote at the Meeting. Only Shareholders of record of the Company on the Record Date are entitled to receive notice of the Meeting and to attend and vote at the Meeting.

This Notice of Meeting is accompanied by a management information circular (the “**Information Circular**”). The specific details of the matters to be put before the Meeting as identified above are set forth in the Information Circular. The Information Circular provides additional information relating to the matters to be dealt with at the Meeting and should be reviewed carefully by Shareholders. Any adjourned or postponed meeting resulting from an adjournment or postponement of the Meeting will be held at a time and place to be specified either by the Company before the Meeting or by the Chairperson at the Meeting to be adjourned or postponed.

The Company is using the notice-and-access procedures prescribed by securities legislation to deliver the Information Circular to Shareholders. The purpose of the notice-and-access procedures is to improve the process by which reporting issuers, such as the Company, send proxy-related materials to and solicit proxies and voting instructions from registered holders and beneficial owners of their securities. Under the notice-and-access procedures, the Company will mail to each Shareholder a notice package (the “**Notice Package**”) that contains, among other things: (a) instructions on how to access an electronic copy of the Information Circular on the Internet, or obtain a paper copy if an electronic copy is insufficient or unsatisfactory; and (b) a paper Form of Proxy or Voting Instruction Form, as applicable. The Company expects the notice-and-access procedures to substantially reduce the printing and mailing costs associated with the Meeting as well as its environmental footprint.

Registered Shareholders may vote their Common Shares in person at the Meeting or by Proxy. Registered Shareholders who are unable to attend the Meeting, or any adjournment thereof, in person are requested to date, sign and return their Forms of Proxy for use at the Meeting or any adjournment thereof. Proxies must be received by Olympia Trust Company, the registrar and transfer agent of the Company, at PO Box 128, STN M, Calgary, AB T2P 2H6, Attn: Proxy Dept., by e-mail to proxy@olympiustrust.com, or by Internet voting at <https://css.olympiustrust.com/pxlogin> and entering the 12-digit control number shown on reverse of your Form of Proxy. **To be effective, the Proxy must be received by Olympia Trust Company by 9:30 a.m. (Saskatoon time) on June 21, 2024 or, if the Meeting is adjourned, by 9:30 a.m. (Saskatoon time) on the second Business Day prior to the date on which the Meeting is reconvened.** Non-registered Shareholders should consult the Notice Package or the Information Circular for instructions on how to vote their Common Shares at the Meeting.

Shareholders may also join the Meeting in listen-only mode by webcast or conference call. Shareholders joining the Meeting by webcast or conference call will not be able to vote, speak, or otherwise participate in the Meeting. A Shareholder who does not attend the Meeting in person may submit questions to the Company in advance of the Meeting by sending an email identifying the Shareholder to info@karnalyte.com by 9:30 a.m. on June 21, 2024. Shareholders' questions will be addressed at the Meeting (subject to Shareholder verification by the Company and confirmation of the relevance of the subject matter). The webcast and conference call details are as follows:

RapidConnect URL: To instantly join the conference call by phone, please use the following URL to register yourself and be connected into the conference call automatically: <https://emportal.ink/3Wy8NwX>

Webcast:

<https://app.webinar.net/Y3OGbAgB1d9>

Conference Call:

Toll free: 1-888-664-6392

DATED as of May 16, 2024.

BY ORDER OF THE BOARD OF DIRECTORS

(signed "Danielle Favreau")

Danielle Favreau

Interim Chief Executive Officer

Karnalyte Resources Inc.