



NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TAKE NOTICE that an Annual General Meeting (the “Meeting”) of the Shareholders of Azincourt Energy Corp. (the “Company”) will be held at Suite 2200-885 West Georgia Street, Vancouver, British Columbia, V6C 3E8, on **Thursday, April 18, 2024**, at 11:00 a.m. (Pacific time) for the following purposes:

1. To receive the audited financial statements of the Company for the fiscal period ending September 30, 2023, together with the Auditor’s Reports thereon.
2. To set the number of directors of the Company at three (3).
3. To elect directors of the Company for the ensuing year.
4. To re-appoint Davidson & Company LLP, Chartered Professional Accountants, as auditors of the Company for the ensuing year and to authorize the directors to fix the auditor’s remuneration.
5. To approve by ordinary resolution the Company’s new 10% rolling omnibus incentive plan, as more particularly set out in the accompanying Information Circular.
6. To transact such further or other business as may properly come before the meeting or any adjournment or adjournments thereof.

In order to be valid and acted upon at the Meeting, proxies must be received no later than 11:00 a.m. (Pacific Time) on April 16, 2024 or not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time for holding the Meeting or any postponement(s) or adjournment(s) thereof. Failure to so deposit a form of proxy will result in its invalidation. Notwithstanding the foregoing, the chair of the Meeting has the discretion to accept proxies received after such deadline.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting. No other matters are contemplated, however any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

The audited financial statements for the year ended September 30, 2023, the report of the auditor and the related management discussion and analysis will be made available at the Meeting and are available on www.sedarplus.ca.

Registered Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

Non-registered Shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account, you are a non-registered Shareholder.

DATED at Vancouver, British Columbia, this 8th day of March, 2024.

BY ORDER OF THE BOARD

“Alex Klenman”
Chief Executive Officer