

TILL CAPITAL CORPORATION
NOTICE OF SPECIAL MEETING OF SHAREHOLDERS
NOTICE-AND-ACCESS

Till Capital Corporation (“**Till**”) will be holding special general meeting (the “**Meeting**”) of Shareholders at 666 Burrard St. #1700 Vancouver, BC V6C 2X8 on March 26, 2024 at 10:00 a.m. (Pacific Time). The Notice of Meeting and Information Circular have been posted at Till’s website at www.tillcap.com and on Till’s profile on SEDAR at www.sedar.com.

The Meeting is being held to consider the following matters:

- (a) to consider and, if deemed advisable, to approve a special resolution:
 - (i) authorizing and approving an alteration to the notice of articles of Till to change all of the unissued and fully paid issued restricted voting shares with par value of US\$0.001 to shares without par value pursuant to section 54(1)(k) of the BCBCA;
 - (ii) authorizing and approving an increase in the capital in respect of the restricted voting shares without par value in the aggregate amount of US\$20,000,000 pursuant to section 72(2) of the BCBCA; and
 - (iii) authorizing and approving the reduction of the capital in respect of the restricted voting shares by an aggregate amount equal to US\$4,787,193 pursuant to section 74(1) of the BCBCA, to enable a return of capital in the amount of US\$1.50 per share.
- (b) to transact any other business properly brought before the Meeting.

The text of the special resolution is set out in Exhibit A to the Information Circular and additional information about the proposed special resolution is set out in detail in the Information Circular.

You may vote in the manner indicated on the enclosed request for voting instructions or Form of Proxy (“**Proxy**”), which includes voting via internet at <https://css.olympiustrust.com/pxlogin>, by email at proxy@olympiustrust.com, by facsimile at (403) 668-8307, or by completing and returning the enclosed Proxy to Till’s registrar and transfer agent, Olympia Trust Company at PO Box 128, STN M Calgary, AB T2P 2H6 Attn: Proxy Dept., no later than 10:00 a.m. (Pacific Time) on March 22, 2024 (or no later than 48 hours, excluding Saturdays, Sundays, and holidays, before any adjournment or postponement of the Meeting), for your shares to be voted at the Meeting.

PLEASE REVIEW THE CIRCULAR PRIOR TO VOTING.

Under notice-and-access, instead of receiving paper copies of the Notice of Meeting and Information Circular, Shareholders will be receiving a notice with information on how they may access the Meeting Materials electronically. However, Shareholders will receive a Proxy or VIF, as applicable, enabling them to vote at the Meeting. The use of this alternative means of delivery is more environmentally friendly, as it will help reduce paper use and it will also reduce Till’s printing and mailing costs.

The Meeting Materials will be available on Till's website at www.tillcap.com as of February 19, 2024 and will remain on the website for one (1) full year thereafter. Meeting materials and information regarding notice-and-access are available upon request, without charge, by e-mail at info@tillcap.com, or by calling Till Capital Investor Relations at 208-635-5415 or toll-free at 888-258-0601. Requests for paper copies must be received by March 8, 2024 to receive a paper copy prior to 10:00 a.m. (Vancouver time) on March 22, 2024, which is the deadline for the submission of VIF or Proxy. Meeting Materials will be sent to such Shareholders, at no cost to them, within three business days of their request if such requests are made before the Meeting. Meeting Materials can also be accessed online on SEDAR at www.sedar.com.

Till will mail a paper copy of the Meeting Materials to those registered and beneficial Shareholders who have previously elected to receive a paper copy of Till's Meeting Materials. Those registered and beneficial Shareholders who have previously provided standing instructions to receive a paper copy of the Meeting Materials may revoke those instructions by calling Till Capital Investor Relations at 208-635-5415 or toll-free at 888-258-0601. All other Shareholders will receive a notice-and-access notification that will contain information on how they may access the Meeting Materials electronically in advance of the Meeting.

ON BEHALF OF THE BOARD OF DIRECTORS,

"Robert Forness"

Robert Forness

Non-Executive Chairman

February 13, 2024