



NOTICE OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the "**Meeting**") of the holders of common shares of Bonterra Resources Inc. (the "**Company**") will be held on June 30, 2026, at 10:00 am (EST) at the offices of Bonterra, 2872 chemin Sullivan, Suite 2, Val-d'Or J9P 0B9, (Québec) for the following purposes:

1. To set the number of directors to six (6) for the ensuing year.
2. To elect the directors of the Company for the ensuing year;
3. To receive the audited consolidated financial statements of the Company for the year ended December 31, 2025, and the report of the auditors thereon;
4. To appoint Crowe MacKay LLP, as auditors of the Company for the ensuing year and to authorize the directors to fix their remuneration;
5. To consider and, if deemed advisable, adopt with or without variation, an ordinary resolution to approve the Company's Omnibus Equity Incentive Compensation Plan, as more fully described in the accompanying Management Information Circular;
6. To transact such other business as may properly come before the Meeting or any adjournment thereof.

The Management Information Circular attached hereto contains additional information regarding the matters to be considered at the Meeting and is hereby deemed to be an integral part of this notice. Only the shareholders of record at the close of business on May 14, 2026, will receive a notice of the Meeting and will be entitled to vote, in person or by proxy, at the meeting.

To be effective, the Proxy must be completed, dated, signed and returned within the time limits and in accordance with the instructions set out in the Notes. As stated in the Notes, the enclosed Proxy is solicited by or on behalf of management of the Company, and the persons named as proxyholder are directors and/or officers of the Company, or nominees selected by management. You may appoint another to represent you at the Meeting by striking out the names of the persons therein and inserting, in the space provided, the name of the person you wish to represent you at the Meeting. **Proxies to be used at the meeting must be returned to Odyssey Trust Company before 10:00 am (EST) on June 26, 2026.**

SIGNED in Val-d'Or, on May 14, 2026.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) Cesar Gonzalez