

ORECAP INVEST CORP.

NOTICE-AND-ACCESS NOTICE

In respect of the Annual General and Special Meeting (the “**Meeting**”) of shareholders (the “**Shareholders**”) of Orecap Invest Corp. (the “**Company**”) to be held at Suite 1102, 141 Adelaide Street W, Toronto, ON M5H 3L5 on Tuesday, July 14, 2026 at 10:00 a.m. (Eastern Time) for the following purposes:

1. to receive the audited financial statements of the Company for the fiscal years ended October 31, 2025 and 2024, together with the auditor’s report thereon (voting is not required on this matter);
2. to set the number of directors at four (4) for the ensuing year (see the section titled “*Particulars of Matters to be Acted Upon – Set Number of Directors to be Elected at the Meeting*” in the information circular accompanying this notice (the “**Information Circular**”));
3. to elect directors for the ensuing year as described in the Information Circular (see the section titled “*Particulars of Matters to be Acted Upon – Election of Directors*” in the Information Circular);
4. to appoint MNP LLP as the Company’s auditors for the ensuing fiscal year at a remuneration to be fixed by the directors (See the section titled “*Particulars of Matters to be Acted Upon – Appointment of Auditors*” in the Information Circular);
5. to consider, and if thought fit, approve an ordinary resolution, the full text of which is set forth in the Information Circular, relating to the re-approval of the stock option plan of the Company (See the section titled “*Particulars of Matters to be Acted Upon – Approval of Stock Option Plan*” in the Information Circular);
6. to consider and, if thought fit, to pass an ordinary resolution (the “**McGarry Option Resolution**”) approving the option agreement dated November 17, 2025 between the Company and Stardust Metal Corp. (“**Stardust**”), pursuant to which Stardust may acquire up to a 75% interest in the Company’s 100%-owned McGarry Project property, as more particularly described in the accompanying Information Circular (See the section titled “*Particulars of Matters to be Acted Upon – Approval of the McGarry Option Transaction*” in the Information Circular); and
7. to transact such further or other business as may properly come before the Meeting and any adjournments thereof.

To be adopted and in accordance with Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”) and the policies of the TSX Venture Exchange, the McGarry Option Resolution must be approved by a simple majority of votes cast by the shareholders, present in person or represented by proxy and entitled to vote at the Meeting, excluding the votes cast by any “interested party” (as defined in MI 61-101). The votes attaching to the common shares of the Company held by the “interested parties” will be excluded for the purposes of determining whether “minority approval” has been obtained for the purposes of MI 61-101.

The Company is offering its Shareholders the option to listen and participate at the Meeting by conference call at:

Conference call participation:
North America Toll-Free: 1.877.234.4610
Local (Toronto): 416.883.8981
Participant Conference Access code: 4872953 #

Notice-and-access

This notice is prepared under the notice-and-access rules under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*. Notice-and-access is a set of rules intended to reduce the volume of materials that must be physically mailed to shareholders by allowing issuers to post the

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Information Circular and additional materials online. Materials may be delivered electronically to Shareholders. Please call the Company at 416.644.1567 if you have any questions about notice-and-access. Shareholders with questions about notice and access can also call toll free at 1-866-732-8683.

Accessing Meeting Materials

The Meeting materials can be viewed online under the Company's profile at www.sedarplus.ca or at <https://orecap.ca/>.

Requesting Printed Meeting Materials

Shareholders can request that printed copies of the Meeting materials be sent to them by postal delivery at **no cost to them** up to one (1) year from the date the Information Circular was filed on SEDAR+. Shareholders may make their request **without charge** by calling 416.644.1567 or by sending an email to info@oregroup.ca.

For Shareholders who wish to receive paper copies of the Information Circular in advance of the voting deadline noted below, requests must be received no later than June 30, 2026. The Information Circular will be sent to such Shareholders within three business days of their request if such requests are made before the Meeting. Following the Meeting, the Information Circular will be sent to such Shareholders within ten days of their request.

Voting by Proxy

SHAREHOLDERS ARE REMINDED TO REVIEW THE INFORMATION CIRCULAR PRIOR TO VOTING.

YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your securities, you must vote using the method set out in the enclosed voting instruction form or proxy.

Registered holders: If you are not attending the Meeting, you can submit your proxy as follows:

By Mail: Sign, date and return the enclosed proxy to Computershare Investor Services Inc. ("**Computershare**") at 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, Attention: Proxy Department.

By Telephone: Call +1(866) 732-VOTE (8683) and follow the prompts.

On the Internet: Go to www.investorvote.com and follow the instructions.

To be effective, a proxy must be received not later than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the time set for the Meeting or any adjournment thereof.

Non-registered holders: If you are not attending the Meeting, use the voting instruction form ("**VIF**") provided by your intermediary (bank, trust company or broker) and return it as early as practicable to ensure that it is transmitted on time (see the VIF for details). It must be received by your intermediary with sufficient time for them to file a proxy with Computershare not later than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the time set for the Meeting or any adjournment thereof by the deadline noted above.

Voting in Person: For registered holders, if you plan to attend the Meeting, you must register with Computershare when you arrive at the Meeting to have voting rights at the Meeting. For non-registered holders, if you plan to attend the Meeting, you must appoint yourself in the space provided in the VIF and register with Computershare when you arrive at the Meeting to have voting rights at the Meeting.