



NOTICE-AND-ACCESS NOTICE TO SHAREHOLDERS

ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON JANUARY 6, 2025

You are receiving this notice as Rockridge Resources Ltd. (the “**Company**”) is using notice-and-access to deliver meeting materials to its shareholders in respect of its annual and special meeting of shareholders to be held on January 6, 2025 (the “**Meeting**”). Under notice-and-access, instead of receiving paper copies of the Company’s joint management information circular of Eros Resources Corp. (“**ERC**”), MAS Gold Corp. (“**MAS**”) and the Company dated November 26, 2024 (the “**Circular**”), and, if requested, the annual financial statements and MD&A for the year ended July 31, 2024 (collectively, the “**Meeting Materials**”), shareholders are receiving this notice containing information on how to access the Meeting Materials electronically. You will also receive a proxy or voting instruction form, as applicable, enabling you 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 the Company’s printing and mailing costs.

MEETING DATE

WHEN: Monday, January 6, 2025

TIME: 10:00 a.m. (Vancouver time)

WHERE: 1111 W Hastings St 15th Floor, Vancouver BC V6E 2J3

SHAREHOLDERS WILL BE ASKED TO CONSIDER AND VOTE ON THE FOLLOWING MATTERS:

- **ARRANGEMENT RESOLUTION:** To consider, pursuant to an interim order of the British Columbia Supreme Court dated November 26, 2024, and if deemed advisable, to pass, with or without variation, a special resolution, the full text of which is set forth at Schedule B to the Circular, approving an arrangement (the “**ROCK Arrangement**”) under Section 288 of the *Business Corporations Act* (British Columbia) (“**BCBCA**”), the purpose of which is to effect the acquisition by ERC of all of the issued and outstanding common shares in the capital of the Company in exchange for common shares of ERC, which forms a part of a larger transaction whereby ERC will also acquire all of the issued and outstanding common shares in the capital of MAS in accordance with the terms of a plan of arrangement under Section 288 of the BCBCA involving MAS, ERC and the shareholders of MAS, in accordance with the terms of a business combination agreement between ERC, MAS and the Company dated as of September 30, 2024, as the same may be amended, supplemented or otherwise modified from time to time in accordance with its terms, copies of each of which are available on the Company’s profile at www.sedarplus.ca, as more particularly described in the Circular;

- **APPOINTMENT OF AUDITOR:** To appoint Davidson & Company, Chartered Professional Accountants as auditor of the Company for the ensuing year and to authorize the directors to fix their remuneration. See the section entitled “Schedule Q – ROCK AGM Schedule – Particulars of Matters to be Acted Upon – Appointment of Auditor” in the Circular.
- **NUMBER OF DIRECTORS:** To fix the number of directors of the Company at four (4) for the ensuing year. See the section entitled “Schedule Q – ROCK AGM Schedule – Particulars of Matters to be Acted Upon - Election of Directors” in the Circular.
- **ELECTION OF DIRECTORS:** To elect directors of the Company for the ensuing year. See the section entitled “Schedule Q – ROCK AGM Schedule – Particulars of Matters to be Acted Upon - Election of Directors” in the Circular.
- **APPROVE THE COMPANY’S STOCK OPTION PLAN:** To consider and, if thought fit, to approve an ordinary resolution approving the Company’s stock option plan as more particularly described in the Circular. See the section entitled “Schedule Q – ROCK AGM Schedule – Particulars of Matters to be Acted Upon – Approval of Stock Option Plan” in the Circular.

SHAREHOLDERS ARE REMINDED TO VIEW THE MEETING MATERIALS PRIOR TO VOTING.

WEBSITES WHERE MEETING MATERIALS ARE POSTED

The applicable Meeting Materials can be viewed online under the Company’s profile on SEDAR+ at www.sedarplus.ca or at the Company’s website at: <https://www.rockridgeresourcesltd.com/investors/agm/>.

The Financial Statement Request Form accompanies the proxy and voting instruction form.

HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS

Requests for paper copies must be received by December 31, 2024 in order to receive the applicable Meeting Materials in advance of the proxy deposit date and Meeting. Shareholders who wish to receive paper copies of the applicable Meeting Materials may request copies from the Company by telephone at 604-558-5847, or by email at info@rockridgeresourcesltd.com. Meeting Materials will be sent to such shareholders within three business days of their request if such requests are made before the Meeting. Those shareholders with existing instructions to receive a paper copy of the Meeting Materials will receive paper copies of the Meeting Materials with this notice. Shareholders may revoke their existing instructions by contacting the service provider who services their account. Shareholders may request paper copies of the applicable Meeting Materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Circular was filed on SEDAR+ by email at info@rockridgeresourcesltd.com.

VOTING

Registered shareholders are asked to return their proxies using the following methods by the deadline set for the deposit of proxies in the accompanying proxy:

INTERNET: Go to <https://css.olympiatruster.com/pxlogin> and follow the instructions on screen. You will need to enter your 12-digit control number.

EMAIL: Complete the form of proxy or any other proper form of proxy, sign it and e-mail to proxy@olympiatruster.com.

MAIL: Complete the form of proxy or any other proper form of proxy, sign it and mail it to Olympia Trust at:

Olympia Trust
PO Box 128, Station M
Calgary, AB T2P 2H6
Attention: Proxy Department

Please refer to your form of proxy or the Circular for further information.

Beneficial shareholders should carefully follow the instructions of their intermediary, nominee or broker, including those regarding when and where the completed voting instruction form is to be delivered. Note that if you are a beneficial shareholder, your intermediary, nominee or broker will need your voting instructions sufficiently in advance of the proxy deposit deadline to enable your nominee to act on your instructions.

QUESTION ABOUT NOTICE-AND-ACCESS

Shareholders with questions about notice-and-access can contact the Company by telephone at 604-558-5847, or by email at info@rockridgeresourcesltd.com.