



## NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that, pursuant to an order of the Ontario Superior Court of Justice (Commercial List) dated August 26, 2024 (the “**Interim Order**”), a special meeting (the “**Meeting**”) of holders (the “**Shareholders**”) of common shares (“**Filo Shares**”) of Filo Corp. (the “**Company**” or “**Filo**”) will be held in a virtual-only format via live audio webcast at [meetnow.global/MGK95K9](https://meetnow.global/MGK95K9) on September 26, 2024 at 10:00 a.m. (Vancouver time) (the “**Meeting Date**”), subject to any adjournment or postponement thereof, for the following purposes:

1. to consider, pursuant to the Interim Order, and, if thought fit, to pass, with or without variation, a special resolution (the “**Arrangement Resolution**”), the full text of which is set forth in Appendix A to the accompanying management information circular of Filo dated August 26, 2024 (the “**Circular**”), approving an arrangement (the “**Arrangement**”) involving, among others, the Company, BHP Investments Canada Inc. (“**BHP**”), a wholly-owned subsidiary of BHP Group Limited and Lundin Mining Corporation (“**Lundin Mining**”, and together with BHP, the “**Purchaser Parties**”) pursuant to a court-approved plan of arrangement (the “**Plan of Arrangement**”) under section 192 of the *Canada Business Corporations Act* (“**CBCA**”) whereby the Purchaser Parties will, among other things, acquire all of the issued and outstanding Filo Shares not already owned by the Purchaser Parties and their respective affiliates, all in accordance with the terms of the arrangement agreement dated July 29, 2024 among the Company, Lundin Mining and BHP (as amended, supplemented or otherwise modified from time to time, the “**Arrangement Agreement**”); and
2. to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

Specific details of the matters proposed to be put before the Meeting are set forth in the Circular which accompanies this Notice of Meeting. The Arrangement Agreement has been filed under Filo’s issuer profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

**The board of directors of the Company, after receiving the unanimous recommendation of the Company Special Committee of independent directors, unanimously recommends that the Shareholders vote FOR the Arrangement Resolution.**

Pursuant to the Interim Order, the record date is August 20, 2024 (the “**Record Date**”) for determining Shareholders who are entitled to receive notice of and to vote at the Meeting. Only registered Shareholders shown on the shareholder register of the Company (“**Registered Shareholders**”), or their duly appointed proxyholders, at the close of business on August 20, 2024, are entitled to receive notice of the Meeting (“**Notice of Meeting**”) and to vote on the Arrangement Resolution at the Meeting. This Notice of Meeting is accompanied by the Circular and an applicable form of proxy.

A letter of transmittal and election form (the “**Letter of Transmittal**”) explaining how to exchange Filo Shares (including Filo Shares to be received in exchange for In-the-Money Filo Options (as defined in the Circular) pursuant to the Plan of Arrangement), for the consideration payable under the Arrangement (the “**Consideration**”) will be mailed by the Depositary (as defined in the Circular) following the Meeting Date to each Registered Shareholder and Optionholder (as defined in the Circular). Filo will issue a news release announcing the mailing of the Letter of Transmittal and confirming the relevant procedures and deadlines in connection therewith. The Letter of Transmittal will also be posted on Filo’s website and under its profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). Only Registered Shareholders will be required to submit a Letter of Transmittal. Beneficial Shareholders (as defined below) holding Filo Shares through an Intermediary (as defined in the Circular) should contact that Intermediary for instructions and assistance in depositing their Filo Shares and carefully follow any instructions provided by such Intermediary.

Each Filo Share entitled to be voted at the Meeting will entitle the holder to one vote at the Meeting. In order to become effective, the Arrangement Resolution must be approved by at least (i) 66⅔% of the votes cast on the Arrangement Resolution by Shareholders present virtually or represented by proxy at the Meeting and entitled to vote at the Meeting; and (ii) a simple majority of the votes cast on the Arrangement Resolution by the Shareholders present virtually or represented by proxy at the Meeting and entitled to vote at the Meeting, excluding for the purposes of (ii) the votes cast in respect of Filo Shares held or controlled by persons described in items (a) through (d) of Section 8.1(2) of Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions*. If the Arrangement Resolution is not approved by Shareholders at the Meeting, the Arrangement cannot be completed.

We will hold our Meeting in a virtual-only format, which will be conducted via live audio webcast. Shareholders will have an equal opportunity to attend, participate and vote at the Meeting virtually regardless of their geographic location or the particular constraints or circumstances that they may face. Registered Shareholders and duly appointed proxyholders, including Shareholders who hold their Filo Shares through a broker, investment dealer, bank, trust company, custodian, nominee or other Intermediary (“**Beneficial Shareholders**”) who have duly appointed themselves or a third-party as proxyholder and registered their appointment with Computershare Investor Services Inc. (“**Computershare**”) as described in the Circular, may attend, participate and vote at the Meeting virtually at [meetnow.global/MGK95K9](https://meetnow.global/MGK95K9). Shareholders will not be able to attend the Meeting in person.

Beneficial Shareholders who have not duly appointed themselves as proxyholder may be able to attend the Meeting as guests but will not be able to submit questions or vote at the Meeting.

Registered Shareholders are requested to read the enclosed Circular and are requested to date and sign the enclosed proxy form promptly, as applicable, and return it in the self-addressed envelope enclosed for that purpose or by any of the other methods indicated in the proxy form. Registered Shareholders may also vote in advance of the Meeting by mail, by phone or on the internet. Pursuant to the Interim Order, proxies to be used at the Meeting, must be received by Computershare (in its capacity as the Company’s transfer agent) by no later than 10:00 a.m. (Vancouver time) on September 24, 2024 (or, if the Meeting is adjourned or postponed, by the time that is 48 hours prior to the Meeting, excluding Saturdays, Sundays and holidays). To vote online at [www.investorvote.com](http://www.investorvote.com), you will need to enter your 15-digit control number (located on the bottom left corner of the first page of the form of proxy) to identify yourself as a Registered Shareholder on the voting website. Alternatively, a proxy can be submitted to Computershare either by mail or courier, to 100 University Ave, 8th Floor Toronto, Ontario M5J 2Y1 or by telephone as instructed in the enclosed form of proxy. If a Registered Shareholder receives more than one proxy form because such Registered Shareholder owns securities of the Company registered in different names or addresses, each proxy form needs to be completed and returned or voted online or by phone.

A proxy must be received by Computershare by no later than 10:00 a.m. (Vancouver time) on September 24, 2024 (or, if the Meeting is adjourned or postponed, by the time that is 48 hours prior to the Meeting, excluding Saturdays, Sundays and holidays). The time limit for deposit of proxies may, with the prior written consent of the Purchaser Parties, be waived or extended by the Chair (as defined in the Circular) at his or her discretion, without notice.

Beneficial Shareholders are requested to complete and return the request for voting instructions in accordance with the instructions provided to you by your broker or such other Intermediary. Failure to do so may result in such securities not being voted at the Meeting. In such instance, the Shareholder will receive the Consideration through the Intermediary.

A Shareholder who wishes to appoint a person other than the management nominees identified on the form of proxy or voting instruction form (“**VIF**”), as applicable, to represent him, her or it at the Meeting may do so by inserting such person’s name in the blank space provided in the form of proxy or VIF, as applicable, and following the instructions for submitting such form of proxy or VIF, as applicable. This must be completed prior to registering such proxyholder, which is an additional step to be completed once you have submitted your form of proxy (or proxies) or VIF. **If you wish that a person other than the management nominees identified on the form of proxy or VIF attend and participate at the Meeting as your proxy and vote your Filo Shares, including if you are not a registered Shareholder and wish to appoint yourself as proxyholder to attend, participate and vote at the Meeting, you MUST (1) submit your form of proxy (or proxies) or VIF, as applicable, AND (2) thereafter, register such proxyholder, all in accordance with the instructions set out in the Circular.** If submitting a proxy, appointing a person other than the management nominees identified, you must return your proxy in accordance with the instructions set out in the Circular and also go to <http://www.computershare.com/filocorp> and provide Computershare with the name and email address of the person you are appointing by 10:00 a.m. (Vancouver Time) on September 24, 2024. Computershare will use this information only to provide the appointee with an invite code to gain entry to the virtual meeting platform.

If you are a Registered Shareholder (other than a Dissenting Shareholder (as defined in the Circular)), in order to receive the Consideration that you are entitled to under the Arrangement, you must complete and send the Letter of Transmittal, including the certificates or the direct registration system advices (“**DRS Advices**”) representing your Filo Shares, if applicable, and all other required documents to the depository, Computershare (in its capacity as depository, the “**Depository**”). A Letter of Transmittal will be mailed by the Depository following the Meeting Date to each Registered Shareholder and Optionholder. Filo will issue a news release announcing the mailing of the Letter of Transmittal and confirming the relevant procedures and deadlines in connection therewith. The Letter of Transmittal will also be posted on Filo’s website and under its profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). Only Registered Shareholders will be required to submit a Letter of Transmittal. Beneficial Shareholders holding Filo Shares through an Intermediary should contact that Intermediary for instructions and assistance in depositing their Filo Shares and carefully follow any instructions provided by such Intermediary.

Shareholders whose holdings through Euroclear Sweden are registered in the name of an Intermediary will receive instructions from their Intermediary on how to elect the Consideration to be received. Euroclear Holders (as defined in the Circular) whose holdings are directly registered in the name of the holder must, to make an election, before the end of the Euroclear Election Period (as defined in the Circular), sign and submit a duly completed Euroclear Election Form (as defined in the Circular) to Aktieinvest FK AB, either by mail to the address stated on the Euroclear Election Form or to the e-mail address stated on the Euroclear Election Form. Euroclear Holders do not need to submit the Letter of Transmittal.

Pursuant to the Interim Order, Registered Shareholders have the right to dissent with respect to the Arrangement Resolution and, if the Arrangement becomes effective, to be paid the fair value of their Filo Shares (which fair value shall be the fair value of the Dissenting Shareholder’s Filo Shares as of the close of business on the Business Day (as defined in the Circular) before the passing by the Shareholders of the Arrangement Resolution) in accordance with the provisions of Section 190 of the CBCA, as modified by the Interim Order, the Final Order (as defined in the Circular) and the Plan of Arrangement. A Registered Shareholder wishing to exercise rights of dissent with respect to the Arrangement must send to the Company a written objection to the Arrangement Resolution, which written objection must be sent to Blake, Cassels & Graydon LLP, 199 Bay St. #4000, Toronto, ON M5L 1A9, Attention: Ryan Morris, by no later than 5:00 p.m. (Toronto time) on September 24, 2024 (or by 5:00 p.m. (Toronto time) on the date that is two Business Days before any date to which the Meeting may be adjourned or postponed), and must otherwise strictly comply with the dissent procedures set forth in Section 190 of the CBCA, as modified by the Interim Order, the Final Order and the Plan of Arrangement (the “**Dissent Procedures**”). The Registered Shareholders’ right to dissent is more particularly described in the Circular, and copies of the Plan of Arrangement, the Interim Order and the text of Section 190 of the CBCA are set forth in Appendix B, Appendix C and Appendix I, respectively, of the Circular. Anyone who is a beneficial owner of Filo Shares and who wishes to exercise a right of dissent should be aware that only Registered Shareholders are entitled to exercise a right of dissent. Accordingly, a Beneficial Shareholder who desires to exercise a right of dissent must make arrangements for the Filo Shares beneficially owned by such holder to be registered in the name of such holder prior to the time the written objection to the Arrangement Resolution is required to be received by the Company or, alternatively, make arrangements for the Registered Shareholder of such Filo Shares to exercise the right of dissent on behalf of such beneficial Shareholder.

A Registered Shareholder wishing to exercise a right of dissent may only exercise such rights with respect to all Filo Shares registered in the name of such Shareholder. It is recommended you seek legal advice if you wish to exercise a right to dissent. **Failure to strictly comply with the requirements set forth in Section 190 of the CBCA, as modified by the Interim Order, the Final Order and the Plan of Arrangement, may result in the loss of any right to dissent.**

If Shareholders that hold their Filo Shares through Euroclear Sweden wish to exercise any rights of dissent, they will need to contact their Intermediary and move their Filo Shares to Canada and become a Registered Shareholder prior to the Record Date and thereafter strictly comply with the Dissent Procedures set forth in Section 190 of the CBCA, as modified by the Interim Order, the Final Order and the Plan of Arrangement.

The Circular provides additional information relating to the matters to be addressed at the Meeting and is deemed to form part of this Notice of Meeting. Any adjourned or postponed meeting resulting from an adjournment or postponement of the Meeting will be held at a time and place to be specified either by the Company before the Meeting or by the Chair at the Meeting.

Dated at Vancouver, British Columbia as of August 26, 2024.

BY ORDER OF THE BOARD

*/s/ "James A. Beck"*

James A. Beck  
President, Chief Executive Officer and Director