

NORZINC LTD.
NOTICE OF SPECIAL MEETING OF SECURITYHOLDERS

NOTICE IS HEREBY GIVEN that the special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (the “**Shares**”) of NorZinc Ltd. (“**NorZinc**” or the “**Company**”), the holders (the “**Optionholders**”) of options to purchase Shares (the “**Options**”), the holders (the “**Warrantholders**”) of certain warrants to purchase Shares (the “**Warrants**”), the holders (“**RSU Holders**”) of restricted share units (“**RSUs**”) of the Company and the holders (“**DSU Holders**”) of deferred share units (“**DSUs**”) of the Company (Shareholders, Optionholders, Warrantholders, RSU Holders and DSU Holders, together referred to as the “**Securityholders**”) will be held at the office of DuMoulin Black LLP, 10th Floor of 595 Howe Street, Vancouver, British Columbia on Monday, December 5, 2022 at 11:00 a.m. (PST) for the following purposes:

1. For Securityholders to consider and, if deemed appropriate, to pass, with or without variation, a special resolution (the “**Arrangement Resolution**”), authorizing and approving an arrangement (the “**Arrangement**”) under Division 5 of Part 9 of the *Business Corporation’s Act* (British Columbia), the full text of which is set forth in Appendix “A” to the attached management information circular of the Company dated October 31, 2022 (the “**Circular**”) approving a plan of arrangement involving NorZinc and RCF VI CAD LLC; and
2. to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The completion of the Arrangement is conditional upon, among other things, the approval of the Arrangement Resolution by Securityholders and the receipt of all regulatory and court approvals.

Securityholders are encouraged to complete proxies where possible or appropriate before considering attending the Meeting in person. To access the Meeting by teleconference, dial 604-899-2339 (local) or 1-877-385-4099 (toll free - Canada and USA) - followed by access code 3964073. Securityholders cannot vote their Securities at the Meeting if attending via teleconference and must either vote prior to the Meeting or attend the Meeting in person in order to have their vote cast.

Specific details of the matters proposed to be put before the Meeting are set forth in the Circular. Securityholders are reminded to review the Circular before voting.

The board of directors of the company (the “**Board**”) unanimously recommends that Securityholders vote FOR the Arrangement Resolution.

The Board has, by resolution, fixed the close of business on October 26, 2022 as the record date (the “**Record Date**”), for the determination of the registered Securityholders entitled to receive notice of, and to vote at, the Meeting and any adjournment or postponement thereof. Only Securityholders whose names have been entered in the register of Securityholders and duly appointed proxyholders as of the close of business on the Record Date will be entitled to vote at the Meeting and any adjournment or postponement thereof. This Notice of Meeting is accompanied by the Circular, proxy forms and for Shareholders, a letter of transmittal.

Non-Registered Holders (being Securityholders who beneficially own shares that are registered in the name of an intermediary such as a bank, trust corporation, securities broker or other nominee, or in the name of a depository of which the intermediary is a participant) who have not duly appointed themselves as proxyholder will be able to attend the Meeting as guests, but guests will not be able to vote or ask questions at the Meeting.

Whether or not you are able to attend the Meeting in person, you are encouraged to provide voting instructions in accordance with the instructions on the enclosed form of proxy. To be included in the Meeting, proxies must be received by Computershare Investor Services Inc., Proxy Department, by mail or personal delivery to its office at 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, by toll free North American phone number 1-866-732-8683, by fax at 1-866-249-7775 (toll free within North America) or 1 (416) 263-9524 (outside North America), online at www.investorvote.com, or by hand delivery at 3rd

Floor, 510 Burrard Street, Vancouver, BC V6C 3B9, as soon as possible but at least by 11:00 a.m. (PST) on December 1, 2022 or, if the Meeting is adjourned or postponed, not later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of any adjourned or postponed Meeting. Please note that any proxy provided to you by your broker, investment dealer or other intermediary may require that you submit such proxy at an earlier time in accordance with the instructions therein. Notwithstanding the foregoing, the chairman of the Meeting has the sole discretion to accept proxies, subject to compliance with the Arrangement Agreement, received after such deadline but is under no obligation to do so.

A registered Shareholder as at the close of business on the Record Date who wishes to dissent in respect of the Arrangement must deliver written notice of dissent (a “**Notice of Dissent**”) to **NorZinc c/o DuMoulin Black LLP, Attn: Brian Lindsay, 10th Floor, 595 Howe Street, Vancouver, British Columbia, V6C 2T5, or blindsay@dumoulinblack.com** and such Notice of Dissent must strictly comply with the requirements of Section 242 of the *Business Corporations Act* (British Columbia) (the “**BCBCA**”), as modified by the Plan of Arrangement, the Interim Order and any further Order of the Court (as both Order and Court are defined in the attached Glossary) and otherwise strictly comply with the dissent procedures prescribed by the BCBCA, as modified by the Interim Order, the Plan of Arrangement and any other Order of the Court. A registered Shareholder as at the close of business on the Record Date wishing to exercise a right of dissent may only exercise such rights with respect to all Shares registered in the name of such Shareholder. Optionholders, Warranholders, RSU Holders and DSU Holders are not entitled to exercise dissent rights. **Pursuant to the Plan of Arrangement and the Interim Order, the Notice of Dissent must be received by NorZinc at the above address not later than 5:00 p.m. (PST) on December 1, 2022, or two Business Days prior to any adjournment or postponement of the Meeting. Failure to strictly comply with the dissent procedures prescribed by the BCBCA, as modified by the Interim Order, the Plan of Arrangement and any other Order of the Court may result in the loss of any right of dissent.** It is recommended that you seek independent legal advice if you wish to exercise a right of dissent. The right to dissent is described in detail in the Circular under the heading “*Rights of Dissenting Shareholders*”. Copies of the Plan of Arrangement, the Interim Order and the text of Sections 237 to 247 of the BCBCA are set forth in Appendices “B”, “C” and “E”, respectively.

Beneficial owners of Shares registered in the name of a broker, custodian, nominee or other intermediary who wish to exercise a right of dissent should be aware that only registered Shareholders are entitled to dissent. Accordingly, a beneficial owner of Shares wishing to exercise Dissent Rights (as defined in the attached Glossary) must make arrangements for beneficially owned Shares to be registered in his, her or its name prior to the time written Notice of Dissent is required to be received by NorZinc, or make arrangements for the registered holder to dissent on his, her or its behalf in accordance with the dissent provisions set out in the Interim Order.

Securityholders who have questions or need assistance with voting their Shares, Options, Warrants, RSUs or DSUs should contact Laurel Hill Advisory Group by telephone at 1-877-452-7184 (North American Toll Free) or 1-416-304-0211 (outside North America), or by email at assistance@laurelhill.com.

DATED at Vancouver, British Columbia, this 31st day of October, 2022.

BY ORDER OF THE BOARD

“Rohan Hazelton”
Rohan Hazelton
President and CEO