



**NOTICE OF SPECIAL MEETING OF INVESTORS OF
NINEPOINT RESOURCE FUND
(the Fund)**

July 11, 2025

Dear Investor,

NOTICE IS HEREBY GIVEN that a special meeting (the **Meeting**) of unitholders of the Fund will be held on August 11, 2025 commencing at 9:30 a.m. (Toronto time) at the offices of Borden Ladner Gervais LLP, Bay Adelaide Centre, East Tower, 22 Adelaide Street West, Toronto, Ontario. The quorum required for the Meeting of the unitholders of the Fund is at least two unitholders present in person or represented by proxy. If a quorum for the Meeting is not present, then the Meeting will be adjourned. The adjourned meeting will be held on August 12, 2025 at 9:30 a.m. (Toronto time) at the offices of Borden Ladner Gervais LLP, Bay Adelaide Centre, East Tower, 22 Adelaide Street West, Toronto, Ontario. At any adjourned meeting, the quorum required for the Fund shall be those unitholders of the Fund that are present or represented by proxy at the adjourned meeting.

The purpose of the Meeting is to consider, and if advisable, pass resolutions to approve the following material changes, as described in the resolution attached to the accompanying Management Information Circular:

1. change in the investment objective of Fund;
2. reset of the Fund's incentive fee calculation; and
3. to transact such further or other business as may properly come before the Meeting or any adjournment(s) thereof.

A complete description of the matters to be considered at the Meeting has been provided in the Management Information Circular. Investors may obtain a copy of the Management Information Circular by contacting the Manager at 1-866-299-9906 or invest@ninepoint.com. A copy of the text of the proposed resolution authorizing the above changes is set out in Schedule A of the Management Information Circular.

Website Where Meeting Materials are Posted

We remind you to review the Management Information Circular, available at www.ninepoint.com and on SEDAR+ at www.sedarplus.ca, before voting. The materials will remain available on our website for one year after the date of this letter.

Voting

Unitholders who are entitled to vote, but are unable to attend the Meeting in person may vote by telephone at 1-800-474-7493 (English) or 1-800-474-7501 (French) or may vote online at www.proxyvote.com, but must do so in advance of the date of the Meeting. Alternatively, unitholders may complete, date, sign and return, in the envelope provided for that purpose, the enclosed proxy form. To be effective, the proxy form must be deposited with Broadridge Investor Communications Solutions, P.O. Box 3700, STN Industrial Park, Markham, Ontario L3R 9Z9 so as to arrive at least 24 hours (excluding Saturdays, Sundays and public holidays) before the start of the Meeting or any adjourned, postponed or continued meeting.

Notice and Access

We have opted to use a notice-and-access procedure to reduce the volume of paper in the materials distributed for the Meeting. Instead of receiving a printed copy of the Management Information Circular with the enclosed form of proxy, you have received this notice outlining the procedures for accessing the management information circular online or requesting a paper or electronic copy to be sent to you free of charge. For more information about the notice-and-access procedures, please contact us toll-free at 1-866-299-9906.

How to Obtain a Copy of the Meeting Materials

You can request we send you a copy of the Management Information Circular by:

- emailing us at invest@ninepoint.com;
- calling us toll-free at 1-866-299-9906; or
- writing to us at Royal Bank Plaza, South Tower, 200 Bay Street, Suite 2700, P.O. Box 27, Toronto, Ontario, M5J 2J1.

If we receive your request for a copy of the Management Information Circular before August 1, 2025, being 5 business days before the date of the Meeting, the material will be sent to you within 3 business days of receipt of your request. If we receive your request on or after August 1, 2025 but before the date of the Meeting (or any adjournment), then the Management Information Circular will be sent to you within 3 business days of receiving your request, but you may not receive the materials prior to the date upon which you must return your form of proxy.

You also can request a copy of the Management Information Circular on or after the Meeting date for a period of up to one year after the date of this notice, in which case, we will send it to you within 10 calendar days after receiving your request.

Ninepoint Partners LP, as the manager of the Fund, recommends that unitholders of the Fund vote FOR the proposed material changes.

As required by National Instrument 81-107 *Independent Review Committee for Investment Funds*, the Manager presented the terms of the proposed material changes to the Independent Review Committee (IRC) for its review. The IRC gave the Manager a positive recommendation regarding the proposed material changes advising that, after reasonable inquiry, the IRC was of the opinion that the proposed material changes, if implemented, will achieve a fair and reasonable result for the Fund.

NINEPOINT PARTNERS LP, the manager of the Fund, by its general partner, NINEPOINT PARTNERS GP INC.



By: _____

Name: Kirstin McTaggart
Title: Partner, CCO and CAO