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## NOTICE OF ANNUAL AND SPECIAL MEETING

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the Annual and Special Meeting (the "Meeting") of **LOMIKO METALS INC.** (the "Company") will be held by means of remote communication, rather than in person, on Tuesday, December 6, 2022, at the hour of 11:00 a.m. (Eastern time) for the following purposes:

1. to receive the audited financial statements of the Company for the fiscal years ended July 31, 2022 and the accompanying report of the auditors;
2. to set the number of directors of the Company for the ensuing year at six (6) persons;
3. to elect A. Paul Gill, Belinda Labatte, Eric Levy, Dominique Dionne, Sagiv Shiv and Lee Arden Lewis as directors of the Company to hold office until the next annual meeting of the Company, or until such time as their successors are duly elected or appointed in accordance with the Company's constating documents;
4. to appoint Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants, as the auditors of the Company and to authorize the directors of the Company to fix the remuneration to be paid to the auditors;
5. to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution of disinterested shareholders, the full text of which is set out in schedule "C" in the accompanying management information circular dated November 3, 2022 (the "Circular"), approving amendments to the 2021 Omnibus Incentive Plan; and
6. to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

The Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

The Company's board of directors has fixed November 1, 2022 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder ("Registered Shareholders") at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the Circular.

The Company is conducting a virtual meeting of the shareholders of the Company. **Shareholders will not be able to attend the Meeting in person.** Instead, Registered Shareholders (as defined in the accompanying Circular under the headings "Appointment of Proxy" and "Revocation of Proxies") and duly appointed proxyholders can virtually attend, participate, vote or submit questions at the virtual Meeting online by registering before December 3, 2022 at the following link:

<https://bit.ly/3U69A3N>

After registering by completing the online survey, you will receive a confirmation email with access instructions.

**To ensure a smooth process, the Company is asking registered participants to log in by 10:45 a.m. (Eastern time) on December 6, 2022.**

Just as they would be at an in-person meeting, Registered Shareholders and duly appointed proxyholders will be able to attend the virtual Meeting, participate, submit questions online and vote virtually, all in real time, provided they are connected to the internet and comply with all of the requirements set out in the accompanying Circular. Registered Shareholders who are unable to attend the virtual Meeting are requested to complete, sign and date the accompanying form of proxy in accordance with the instructions provided therein and in the Circular and return it in accordance with the instructions and timelines set forth in the Circular. Non-registered (or beneficial) shareholders who have not duly appointed themselves as proxyholder will be able to attend the virtual Meeting as "guests", but will not be able to participate, submit questions or vote at the virtual Meeting.

If you are a Registered Shareholder of the Company and are unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company's transfer agent, **Olympia Trust Company, Suite 1900, 925 West Georgia Street, Vancouver, BC V6C 3L2, by fax to 403-668-8307, by email to [proxy@olympiustrust.com](mailto:proxy@olympiustrust.com) OR by via internet at <https://css.olympiustrust.com/pxlogin> and enter the 12-digit control number shown on reverse. at least 48 hours prior to the Meeting or any adjournment thereof** (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia).

If you hold your common shares in a brokerage account, you are a non-Registered Shareholder ("Beneficial Shareholder"). If you are a Beneficial Shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (an "Intermediary"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

**Beneficial Shareholders who hold their common shares through a bank, broker or other financial intermediary should carefully follow the instructions found on the form of Proxy or VIF provided to them by their intermediary, in order to cast their vote.**

**THE BOARD OF DIRECTORS AND MANAGEMENT REQUEST ALL SHAREHOLDERS VOTE BY PROXY.**

DATED at Vancouver, British Columbia this 3<sup>rd</sup> day of November, 2022.

**LOMIKO METALS INC.**

*(Signed) Belinda Labatte*  
Belinda Labatte  
Chief Executive Officer