

M3 METALS CORP.
Suite 300-1455 Bellevue Ave
West Vancouver, BC V7T 1C3
Telephone: (604) 662-8184

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of shareholders of M3 Metals Corp. (the “**Company**”) will be held at the office of M3 Metals Corp, 300-1455 Bellevue Ave, West Vancouver, British Columbia, on July 16, 2024, at the hour of 10:00 a.m. (Vancouver time) for the following purposes:

- (1) to receive the audited financial statement of the Company for the financial year ended August 31, 2023 and the accompanying report of the auditor;
- (2) to set the number of directors of the Company at four and to elect Kosta Tsoutsis, Brian Morrison, Adrian Smith and Marco Montecinos as directors of the Company to hold office until the earlier of: (a) the next annual meeting of shareholders of the Company; and (b) their earlier resignation or such time as their successors are duly elected or appointed in accordance with the Company’s constating documents;
- (3) to ratify the appointment of Davidson and Company LLP, Chartered Professional Accountants, as the auditors of the Company for the financial year ended August 31, 2023, and the remuneration that was paid to the auditors for the financial year ended August 31, 2023;
- (4) to appoint Davidson and Company LLP as the auditors of the Company for the financial year ending August 31, 2024 and authorize the directors of the Company to fix the remuneration to be paid to the auditors for the financial year ending August 31, 2024;
- (5) to consider and, if thought fit, to approve an ordinary resolution to grant annual approval of the Company’s 2020 Stock Option Plan;
- (6) to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

The accompanying information circular (the “**Information 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 Annual General and Special Meeting (this “**Notice of Meeting**”).

The board of directors of the Company has fixed June 7, 2024 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 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 accompanying Information Circular.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please vote by proxy by following the instructions provided in the form of proxy at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, or a trustee or administrator of a retirement savings plan, retirement income fund, education savings plan or other similar 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 (each, an “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, this 11th day of June 2024.

By Order of the Board of Directors of

M3 METALS CORP.

(signed) “Kosta Tsoutsis”

Kosta Tsoutsis
Chief Executive Officer

**PLEASE VOTE. YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU EXPECT TO
ATTEND THE MEETING, PLEASE COMPLETE, SIGN AND DATE THE ENCLOSED
FORM OF PROXY AND PROMPTLY RETURN IT AS DIRECTED.**