



**CMC METALS LTD.**  
**Suite 605 – 369 Terminal Avenue**  
**Vancouver, British Columbia V6A 4C4**  
**Phone: 604-605-0166 - Fax: 604-692-0117**

## **NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

**Take notice** that the annual meeting (the “Meeting”) of Shareholders of **CMC Metals Ltd.** (the “Company”) will be held at the offices of the Company located at Suite 605, 369 Terminal Avenue, Vancouver, British Columbia, on Thursday, July 20, 2017 at 1:30 pm, in the afternoon, local time, for the following purposes:

1. to receive and consider the report of the directors, the consolidated financial statements of the Company for its fiscal period ending September 30, 2016, and the report of the auditor thereon;
2. to set the number of directors at seven (7);
3. to elect directors of the Company for the ensuing year;
4. to appoint Auditors of the Company for the ensuing year and to authorize the directors to fix their remuneration;
5. to ratify, confirm and approve the continuation of the Company’s Share Option Plan, as more particularly set out in the accompanying Management Proxy Circular;
6. to authorize certain alterations to the Company’s Articles as described in the accompanying Management Proxy Circular; and
7. to transact such other business as may properly come before the Meeting or any adjournment thereof.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting. No other matters are contemplated, however any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

The audited financial statements for the year ended September 30, 2016, report of the auditor and related management discussion and analysis will be made available at the Meeting and are available on [www.sedar.com](http://www.sedar.com).

**Registered shareholders who are unable to attend the Meeting in person and who wish to ensure their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy or complete another suitable form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.**

**Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the voting instruction form and in the information circular to ensure their shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.**

**Dated** at Vancouver, British Columbia, June 13, 2017.

**BY ORDER OF THE BOARD**

“Michael C. Scholz”

**Michael C. Scholz**  
**Chief Financial Officer**