

FIDELITY MINERALS CORP.
Suite 1201 – 1166 Alberni Street
Vancouver, BC, V6E 3Z3
Tel: 604.671.1353

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the 2023 annual general and special meeting (the “**Meeting**”) of the shareholders of Fidelity Minerals Corp. (the “**Company**”) will be held at 1201 – 1166 Alberni Street, Vancouver, British Columbia V6E 3Z3, on Tuesday, June 20, 2023, at 10:00 a.m. (Pacific time) for the following purposes:

1. To receive the audited consolidated financial statements of the Company for the year ended July 31, 2022 and the reports of the auditor thereon;
2. To set the number of directors of the Company for the ensuing year at four (4) persons;
3. To elect directors for the ensuing year;
4. To appoint the auditor of the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor;
5. To consider and, if thought fit, to pass, with or without amendment, an ordinary resolution, which must be approved by a simple majority of the votes cast by Shareholders (with directors, officers and 10% shareholders being excluded from voting), to approve an increase in the number of common shares of the Company issuable pursuant to the Company’s 2022 Fixed Stock Option Plan from 16,962,843 to 17,759,042 shares, being the number equal to 20% of the issued and outstanding common shares as at May 10, 2023, or such other number of common shares as may be permitted by the TSX Venture Exchange, as further described in the accompanying information circular (the “**Information Circular**”); and
6. To transact such other business as may properly come before the Meeting or any adjournment thereof.

The accompanying 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 Meeting.

This Notice of Meeting is accompanied by the Information Circular and either a form of proxy for registered shareholders or a voting instruction form for beneficial shareholders. Shareholders are requested to read the Information Circular and, if unable to attend the Meeting in person, complete, date, sign and return the proxy or voting instruction form, as applicable, so that as large a representation as possible may be had at the Meeting.

The Board of Directors of the Company has fixed the close of business on May 10, 2023, as the record date, being the date for the determination of the registered holders of common shares entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof. The Board of Directors has also fixed 10:00 a.m. (Pacific time) on Friday, June 16, 2023, or no later than 48 hours before the time of any adjourned Meeting (excluding Saturdays, Sundays and holidays), as the time before which proxies to be used or acted upon at the Meeting or any adjournment thereof shall be deposited with the

Company's registrar and transfer agent, TSX Trust Company.

COVID-19

In view of the current and rapidly evolving COVID-19 outbreak, the Company encourages Shareholders not to attend the Meeting in person. No more than 6 persons will be permitted to attend in person at the in-person location for the Meeting. The Company may take additional precautionary measures in relation to the Meeting in response to further developments in the COVID-19 outbreak. As always, the Company encourages Shareholders to vote prior to the Meeting.

Any person who intends to attend the Meeting in person must register with the Company's corporate secretary at least 72 hours in advance and receive approval, by emailing Anthony Balic at abalic@fidelityminerals.com.

If you are a non-registered shareholder of the Company and have 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 (the "**Intermediary**"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, as of the 17th day of May, 2023.

FIDELITY MINERALS CORP.

By: "Dean Pekeski"

Dean Pekeski, Chief Executive Officer