

GALWAY METALS INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

Notice is hereby given that an annual and special meeting (the “**Meeting**”) of the shareholders (“**Shareholders**”) of Galway Metals Inc. (the “**Corporation**”) will be held at the offices of DSA Corporate Services Inc. at 82 Richmond Street East, Toronto, Ontario M5C 1P1, on June 27, 2019 at 10:00 a.m. (Toronto time), for the following purposes:

1. to receive and consider the financial statements of the Corporation for the year ended December 31, 2018 and the report of the auditors thereon;
2. to appoint PricewaterhouseCoopers LLP, Chartered Accountants as the auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration;
3. to elect the directors of the Corporation for the ensuing year;
4. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution to approve, for the ensuing year, the Corporation’s incentive stock option plan that was adopted on December 17, 2012; and
5. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.
- 6.

An “**ordinary resolution**” is a resolution passed by at least a majority of the votes cast by Shareholders who voted in respect of that resolution at the Meeting, while a “**special resolution**” is a resolution passed by a majority of not less than two-thirds ($\frac{2}{3}$) of the votes cast by Shareholders who voted in respect of that resolution.

The nature of the business to be transacted at the Meeting is described in further detail in the management information circular of the Corporation dated May 17, 2019 (the “**Information Circular**”) under the section entitled *Matters to be Acted Upon*.

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is May 17, 2019 (the “**Record Date**”). Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof.

Notice-and-Access

The Corporation has determined to deliver this notice of meeting, the Information Circular, the financial statements of the Corporation for the year ending December 31, 2018 (the “**Financial Statements**”) and management’s discussion and analysis of the Corporation’s results of operations and financial condition for 2018 (the “**MD&A**”) (collectively, the “**Meeting Materials**”) to Shareholders by posting the Meeting Materials online at www.galwaymetalsinc.com under “Corporate” and on the Corporation’s SEDAR profile at www.sedar.com, in accordance with the notice-and-access notification to be mailed to Shareholders (the “**Notice-and-Access Notification**”). The use of “notice-and-access” procedures under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) will significantly reduce the Corporation’s printing and mailing costs.

The Meeting Materials will be available on www.galwaymetalsinc.com under “Corporate” and on the Corporation’s SEDAR profile at www.sedar.com as of May 22, 2019 and the Meeting Materials will remain on www.galwaymetalsinc.com for one full year thereafter. The Notice-and-Access Notification delivered to each Shareholder contains information on how to obtain electronic and paper copies of the Meeting Materials in advance of the Meeting. Shareholders wishing to receive paper copies of the Meeting Materials at no cost to them can request copies from the Corporation by calling toll-free 1-800-771-0680 or by emailing the Corporation at info@galwaymetalsinc.com. The Corporation must receive your request prior to June 20, 2019 at 5:00 p.m. (Toronto time) to ensure you will receive paper copies in advance of the deadline to submit your vote.

Voting

All Shareholders are invited to attend the Meeting and may attend in person or may be represented by proxy. A “beneficial” or “non-registered” Shareholder will not be recognized directly at the Meeting for the purposes of voting common shares of the Corporation (“**Common Shares**”) registered in the name of his/her/its broker; however, a beneficial Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote the Common Shares in that capacity. Only Shareholders as of the Record Date are entitled to receive notice of and vote at the Meeting. Shareholders who are unable to attend the Meeting in person, or any adjournments or postponements thereof, are requested to complete, date and sign the enclosed form of proxy (registered holders) or voting instruction form (beneficial holders) and return it in the envelope provided. To be effective, the enclosed form of proxy or voting instruction form must be mailed or faxed so as to reach or be deposited with Computershare Investor Services Inc. (“**Computershare**”) (in the case of registered holders) at 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, Attn: Proxy Department. Proxies may also be voted online at www.investorvote.com. In order to be valid and acted upon at the Meeting, the duly completed form of proxy must be received prior to 10:00 a.m. (Toronto time) on June 25, 2019, or in the case of an adjournment or postponement of the Meeting, not less than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in Toronto, Ontario) prior to the adjourned or postponed Meeting, or be deposited with the Secretary of the Corporation before the commencement of the Meeting or of any adjournment thereof. Notwithstanding the foregoing, the Chair of the Meeting has the discretion to accept proxies received after such deadline.

If you are a beneficial or non-registered holder of Common Shares and have received these materials through your broker, custodian, nominee or other intermediary, please complete and return the form of proxy or voting instruction form provided to you by your broker, custodian, nominee or other intermediary in accordance with the instructions provided therein. A beneficial or non-registered Shareholder will not be recognized directly at the Meeting for the purposes of voting common shares registered in the name of his/her/its broker; however, a beneficial Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote the Common Shares in that capacity.

SHAREHOLDERS ARE REMINDED TO REVIEW THE INFORMATION CIRCULAR BEFORE VOTING.

DATED this 17th day of May, 2019.

**BY ORDER OF THE BOARD OF DIRECTORS OF
GALWAY METALS INC.**

“Robert Hinchcliffe”

Robert Hinchcliffe
President, Chief Executive Officer and Director