

# GALWAY METALS INC.

## NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

Notice is hereby given that an annual general 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 December 14, 2020 at 12:00 p.m. (Toronto time), for the following purposes:

1. to receive and consider the financial statements of the Corporation for the year ended December 31, 2019 and the report of the auditors thereon;
2. to appoint Clearhouse LLP, Chartered Professional 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.

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 October 30, 2020 (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 November 4, 2020 (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, 2019 (the “**Financial Statements**”), and management’s discussion and analysis of the Corporation’s results of operations and financial condition for 2019 (the “**MD&A**”) (collectively, the “**Meeting Materials**”) to Shareholders by posting the Meeting Materials online at [www.galwaymetalsinc.com](http://www.galwaymetalsinc.com) under “Corporate” and on the Corporation’s SEDAR profile at [www.sedar.com](http://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](http://www.galwaymetalsinc.com) under “Corporate” and on the Corporation’s SEDAR profile at [www.sedar.com](http://www.sedar.com) as of November 12, 2020 and the Meeting Materials will remain on [www.galwaymetalsinc.com](http://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](mailto:info@galwaymetalsinc.com). The Corporation must receive your request prior to December 3, 2020 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 TSX Trust Company (“**TSX Trust**”) (in the case of registered holders) at by mail delivery at 301 – 100 Adelaide Street West, Toronto, Ontario M5H 4H1, by facsimile at (416) 595-9593, or online at [www.voteproxyonline.com](http://www.voteproxyonline.com). In order to be valid and acted upon at the Meeting, the duly completed form of proxy must be received prior to 12:00 p.m. (Toronto time) on December 10, 2020, 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.**

**In an effort to mitigate the risks associated with COVID-19, and to preserve the health and safety of our communities, shareholders, employees and other stakeholders, we are inviting Shareholders to via Zoom Meeting or conference call. Please contact [mtrowbridge@galwayinc.com](mailto:mtrowbridge@galwayinc.com) in advance of the Meeting to obtain the Zoom Meeting or conference line details (Meeting ID: 993 2868 3371; Passcode to be provided). Shareholders will have an equal opportunity to participate at the Meeting through this method regardless of their geographic location. We encourage Shareholders to not attend the meeting in person due to risks related to COVID-19. We will also take additional precautionary measures in relation to the physical Meeting, limiting access to essential personnel, registered Shareholders and proxy holders entitled to attend and vote at the Meeting. We highly recommend Shareholders vote their common shares prior to the meeting.**

DATED this 4<sup>th</sup> day of November, 2020.

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

*“Robert Hinchcliffe”*

Robert Hinchcliffe  
President, Chief Executive Officer and Director