

GROUP TEN METALS INC.

(the "Company")

NOTICE OF ANNUAL GENERAL & SPECIAL MEETING

NOTICE is hereby given that the Annual General & Special Meeting of shareholders of the Company will be held on Monday, November 27, 2017, at **20th Floor, 250 Howe Street, Vancouver, B.C.** at the hour of 10:00 a.m. (Vancouver time) for the following purposes:

1. To receive and consider the audited financial statements of the Company for the year ended March 31, 2017, together with the auditor's report thereon and the Report of the Directors.
2. To appoint the auditor for the ensuing year.
3. To set the number of directors at four (4).
4. To elect directors to hold office until the next Annual General Meeting.
5. To consider and, if thought fit, to affirm, ratify and approve the long-term performance incentive plan (the "**LTIP Plan**") of the Company, as more particularly described in the accompanying management information circular (the "**Information Circular**").
6. To consider and, if thought fit, to affirm, ratify and approve the grant of 2,525,000 stock options under the LTIP Plan to certain directors, officers, employees and consultants of the Company, as previously approved by the board of directors of the Company and as more particularly described in the accompanying Information Circular.
7. To transact such further or other business as may properly come before the meeting and any adjournments thereof.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting.

Shareholders unable to attend the Annual General & Special Meeting in person are requested to read the enclosed Information Circular and Proxy, then complete, sign and date the enclosed Proxy and deposit same together with the power of attorney or other authority, if any, under which it was signed within the time and to the location set out in the instructions in the enclosed form of Proxy and Information Circular.

DATED at Vancouver, British Columbia, this 18th day of October, 2017.

**BY ORDER OF THE BOARD OF DIRECTORS
OF GROUP TEN METALS INC.**

(signed) "*Michael Rowley*"
President & Chief Executive Officer