



NOTICE OF ANNUAL GENERAL & SPECIAL MEETING

NOTICE is hereby given that the Annual General & Special Meeting (the "Meeting") of the shareholders of Group Ten Metals Inc. (the "Company") will be held on Wednesday, December 4, 2019, 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, 2019, together with the auditor's report thereon and the Report of the Directors.
2. To re-appoint WDM Chartered Professional Accountants as the auditors of the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors for the ensuing year.
3. To set the number of directors at three (3) for the ensuing year;
4. To elect directors to hold office until the next Annual General Meeting.
5. To consider and, if thought fit, to pass, with or without amendment, an ordinary resolution, the full text of which is set out in the accompanying management information circular, approving, confirming and ratifying an increase in the number of common shares reserved for issuance under the Company's long-term performance incentive plan ("LTIP Plan") to a total of 12,000,000 common shares and an increase in the number of common shares issuable under the LTIP Plan in respect of Deferred Share Units, Performance Share Units, Restricted Share Units and Stock Appreciation Rights to a maximum of 9,000,000 common shares, as more particularly described in the information circular.
6. To transact such further or other business as may properly come before the meeting and any adjournments thereof.

The Board of Directors of the Company set October 30, 2019 as the record date for determining the shareholders entitled to receive notice of and vote at the Meeting.

If you are a registered shareholder and are unable to be present at the Meeting in person, in order for your proxy to be valid and your votes to be counted, you must date, execute and return the accompanying form of proxy to Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1 (Attn: Proxy Department) by not later than 10:00 a.m. (Vancouver time) on December 2, 2019 or, if the Meeting is adjourned, not later than 48 hours (excluding Saturdays and holidays) before the time for holding the adjourned meeting. If you are a non-registered shareholder and receive these materials through your broker or another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or other intermediary. If you are a non-registered shareholder and do not complete and return the materials in accordance with such instructions, you may lose the right to vote at the Meeting.

DATED at Vancouver, British Columbia, this 1st day of November, 2019.

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

Michael Rowley
President & Chief Executive Officer