



Forsys Metals Corp.
PO Box 909, 31 Adelaide Street East,
Toronto, Ontario M5C 2K3

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of Class A common shares (the “**Common Shares**”) in the capital of Forsys Metals Corp. (the “**Company**”) will be held in the boardroom at the offices at Suite 200, 20 Adelaide Street East, Toronto, Ontario M5C 2T6 on Thursday, May 25, 2017, at 11:00 am (Toronto time) for the following purposes:

1. to receive the consolidated financial statements of the Company for the year ended December 31, 2016, together with the report of the auditors thereon;
2. to appoint auditors and to authorize the directors to fix the remuneration of the auditors;
3. to elect directors;
4. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution to approve the issuance of Common Shares of the Company to certain related parties who are officers and directors of the Company to settle outstanding amounts owed to the related parties by the Company, of which the details and the full text of the resolution are set out in the attached management information circular; and
5. to transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the accompanying management information circular dated April 17, 2017. The record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting (the “**Record Date**”) is at the close of business on April 10, 2017. 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.

A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting, or any adjournment thereof in person are requested to date, sign and return the accompanying Proxy for use at the Meeting or any adjournment thereof. To be effective, the Proxy must be delivered by facsimile to (416) 595-9593 or mailed so as to reach or be deposited with the Secretary of the Company, c/o TSX Trust Company, 200 University Ave, Suite 300, Toronto, Ontario, Canada M5H 4H1, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario), prior to the time set for the Meeting or any adjournment thereof. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.

The persons named in the enclosed Proxy are directors or officers of the Company. Each Shareholder has the right to appoint a proxyholder other than such persons, who need not be a Shareholder, to attend and to act for such Shareholder and on such Shareholders behalf at the Meeting. To exercise such right, the names of the nominees of management should be crossed out and the name of the Shareholder’s appointee should be legibly printed in the blank space provided.

In the event of a strike, lockout or other work stoppage involving postal employees, all documents required to be delivered by a Shareholder should be delivered by facsimile to **TSX Trust Company at (416) 595-9593.**

DATED at Toronto, Ontario as of April 17, 2017.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) “*Marcel Hilmer*”

Marcel Hilmer
Chief Executive Officer