



**FORSYS METALS CORP.**

**NOTICE OF ANNUAL MEETING  
OF SHAREHOLDERS TO BE HELD ON JUNE 27, 2019**

**AND**

**MANAGEMENT INFORMATION CIRCULAR**

Prepared as at May 22, 2019



Forsys Metals Corp.  
20 Adelaide Street East, Suite 200  
Toronto, Ontario M5C 2T6

### NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that an annual 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 Canada Room at the offices of Fasken Martineau LLP on the 15<sup>th</sup> Floor of 125 Old Broad Street, London, United Kingdom EC2N 1AR on Thursday, June 27, 2019, at 11:00 am BST for the following purposes:

1. to receive the consolidated financial statements of the Company for the year ended December 31, 2018, 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; and
4. 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 May 22, 2019. 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 May 16, 2019. 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, 100 Adelaide Street West, Suite 301, 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 May 22, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) “*Mark Frewin*”

Mark Frewin  
Chief Executive Officer