

HELIOSTAR METALS LTD.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

IN VIEW OF THE CURRENT AND RAPIDLY EVOLVING COVID-19 OUTBREAK, THE COMPANY REQUESTS THAT IF POSSIBLE ALL SHAREHOLDERS VOTE THEIR SHARES BY PROXY AND AVOID ATTENDING THE MEETING IN PERSON, HOWEVER, IF YOU CHOOSE TO ATTEND THE MEETING IN PERSON, SHAREHOLDERS ARE ASKED TO FOLLOW THE INSTRUCTIONS OF THE PUBLIC HEALTH AGENCY OF CANADA.

THE COMPANY RESPECTIVELY ASKS SHAREHOLDERS NOT TO ATTEND THE MEETING IN PERSON IF EXPERIENCING ANY OF THE DESCRIBED COVID-19 SYMPTOMS OF FEVER, COUGH OR DIFFICULTY BREATHING.

THE COMPANY MAY TAKE ADDITIONAL PRECAUTIONARY MEASURES IN RELATION TO THE MEETING IN RESPONSE TO FURTHER DEVELOPMENTS IN THE COVID-19 OUTBREAK.

TAKE NOTICE that the **2022** Annual General and Special Meeting (the "Meeting") of the Shareholders of **Heliostar Metals Ltd.** (the "Company") will be held at 700 – 1090 W. Georgia Street, Vancouver, British Columbia, on the **13th** day of **December, 2022** at **3:00 p.m.** for the following purposes:

1. To receive the audited financial statements of the Company for the financial year ended March 31, 2022, together with the auditor's report thereon;
2. To fix the number of directors at five (5);
3. To elect directors for the ensuing year;
4. To appoint the auditor for the Company for the ensuing year;
5. To consider and, if thought fit, to approve the Company's 2022 Equity Incentive Plan, including approval of a 10% rolling plan for stock options and a fixed plan of 4,403,707 common shares for performance-based awards of restricted share units, performance share units and deferred share units, all as described in the accompanying management information circular (the "**Information Circular**"); and
6. To transact such other business as may properly come before the Meeting and any adjournments thereof.

Members entitled to attend and vote at the Meeting are entitled to appoint a proxy to attend and vote in their stead. If you are unable to attend the Meeting in person, please read the Notes accompanying the Instrument of Proxy enclosed and then complete and return the Proxy within the time set out in the Notes. As set out in the Notes, the enclosed Instrument of Proxy is solicited by Management, but you may amend it, if you so desire, by striking out the names listed therein and inserting in the space provided the name of the person you wish to represent you at the Meeting.

DATED at Vancouver, British Columbia, this 10th day of November, 2022.

BY ORDER OF THE BOARD

"Jacques Vaillancourt"
Chairman