



**TECTONIC METALS INC.**

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF  
SHAREHOLDERS OF TECTONIC METALS INC.**

**TO BE HELD ON SEPTEMBER 21, 2023 AT 10:00 A.M. (VANCOUVER TIME)**

**MANAGEMENT INFORMATION CIRCULAR**

Dated: August 10, 2022



**TECTONIC METALS INC.  
1199–1400 West Hastings Street  
Vancouver, BC V6E 3T5**

**Notice of Annual General and Special Meeting of Shareholders  
to be held on September 21, 2023 at 10:00 a.m. (Vancouver time)**

Notice is hereby given that the annual meeting (the “**Meeting**”) of the holders of common shares (“**Shareholders**”) of Tectonic Metals Inc. (the “**Company**” or “**Tectonic**”) will be held on September 21, 2023 at 10:00 a.m. (Vancouver time), at the offices of Blake, Cassels & Graydon LLP, 3500-1133 Melville Street, Vancouver, BC, Canada, virtually via an online video platform, and by telephone.

To join the video meeting, please follow the link:

<https://us02web.zoom.us/j/89512290881?pwd=MnhQd2dOVG5Lc1lpakFrQVlXdGIRZz09>

Meeting ID: 895 1229 0881

Passcode: 020655

To join the meeting by phone, please dial:

From Canada: +1 778 907 2071

From the US: +1 646 558 8656

From other countries, please find your local number at:

<https://us02web.zoom.us/j/89512290881?pwd=MnhQd2dOVG5Lc1lpakFrQVlXdGIRZz09>

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The Meeting is being held for the following purposes:

1. to receive the audited consolidated financial statements of the Company for its fiscal year ended December 31, 2022, and the report of the auditor and the related management discussion and analysis, together with the consolidated interim financial statements for the periods ended March 31, 2023 and June 30, 2023;
2. to elect the directors of the Company for the ensuing year who will serve until the next annual general meeting, until a successor is appointed, their office vacated or until they are otherwise disqualified to serve as directors;
3. to re-appoint Davidson & Company LLP, Chartered Professional Accountants as auditor of the Company for the ensuing year and to authorize the Board to fix the remuneration;
4. to approve Crescat Capital LLC (including its associates and affiliates) as a new “Control Person” of the Company as such term is defined in the Corporate Financing Policies of the TSX Venture Exchange;
5. to approve that the Board of Directors, in its absolute discretion, may alter the Company’s share structure by consolidating all of the issued and outstanding common shares of the Company, provided that the consolidation shall be no greater than twenty (20) pre-consolidation common shares for every one (1) post-consolidation common share;

6. to consider, and if thought fit, to pass an ordinary resolution, the full text of which is set forth in the accompanying management information circular (the “**Circular**”), to approve the Company’s rolling equity incentive plan (as set out in Schedule “A” to the Circular); and
7. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The specific details of the foregoing matters to be put before the Meeting are set forth in the Circular.

Only shareholders of record at the close of business on August 09, 2023 will be entitled to receive notice of, and to vote at, the Meeting or any adjournment thereof. Registered Shareholders who are unable to attend the Meeting in person or via the online platform are requested to complete, date and sign the accompanying form of proxy (the “**Proxy**”) and send it in the enclosed envelope or otherwise to the Corporate Secretary of the Company c/o Computershare Investor Services Inc., 510 Burrard Street, 3<sup>rd</sup> Floor, Vancouver, BC V6C 3B9, or to the Corporate Secretary of the Company at the Company’s registered office, which is located at Suite 1400, 1199 West Hastings Street, Vancouver, BC V6E 3T5. Non-registered Shareholders who receive these materials through their broker or other intermediary are asked to complete and send the Proxy in accordance with the instructions provided by their broker or intermediary. To be effective, a Proxy must be received by Computershare Investor Services Inc. or the Corporate Secretary of the Company not later than September 19, 2023 at 10:00 a.m. (Vancouver time), or in the case of any adjournment of the meeting, not less than 48 hours, Saturdays, Sundays and holidays excepted, prior to the time of the adjournment.

**DATED** this 10<sup>th</sup> day of August, 2023.

By Order of the Board

(s) “*Antonio Reda*”

ANTONIO REDA  
President, Chief Executive Officer and Direct