



NOTICE OF ANNUAL GENERAL & SPECIAL MEETING

NOTICE is hereby given that the Annual General & Special Meeting (the "**Meeting**") of the shareholders of Metallic Minerals Corp. (the "**Company**") will be held on Wednesday, October 3, 2018, at **1000 Cathedral Place, 925 West Georgia Street, Vancouver, B.C.**, at 11:00 a.m. (Vancouver time) for the following purposes:

1. to receive the audited financial statements of the Company for the financial year ended July 31, 2017, together with the auditor's report thereon;
2. to re-appoint Wolrige Mahon LLP, 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 elect directors for the ensuing year;
4. to consider and, if thought fit, to pass, with or without amendment, an ordinary resolution, the full text of which is set out in Schedule "B" to the accompanying management information circular (the "**Circular**"), affirming, ratifying and approving an increase in the number of common shares reserved for issuance under the Company's long-term performance incentive plan by 2,000,000 common shares (for a total of 9,000,000 common shares reserved for issuance), as more particularly described in the accompanying management information circular (the "**Circular**"); and
5. to transact such further or other business as may properly come before the Meeting and any adjournments thereof.

Accompanying this notice of meeting are the Circular and a form of proxy.

Registered shareholders who are unable to attend the Meeting are requested to complete, sign, date and return the enclosed proxy in accordance with the instructions set out in the proxy and in the Circular accompanying this notice of meeting. A proxy will not be valid unless it is received by Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1 or by telephone or over the internet as set forth in the form of proxy, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting or any adjournment(s) or postponement(s) thereof. The chairman of the Meeting has the discretion to accept proxies received after that time.

DATED at Vancouver, British Columbia, this 29th day of August, 2018.

**BY ORDER OF THE BOARD OF DIRECTORS
OF METALLIC MINERALS CORP.**

(signed) "*Gregory Johnson*"
President & Chief Executive Officer