

TORR METALS INC.

Suite 780 - 1111 West Hastings Street
Vancouver, BC V6E 2J3
Telephone: 780-437-6624

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS OF TORR METALS INC.

TO THE SHAREHOLDERS:

An Annual General and Special Meeting (the "**Meeting**") of the shareholders of Torr Metals Inc. (formerly Duro Metals Inc.) ("**Torr**" or the "**Company**") will be held at Suite 700 – 595 Burrard Street, Vancouver, British Columbia on Tuesday, March 14, 2023 at 10:00 a.m. (Vancouver time) for the following purposes:

1. To receive the audited financial statements of Torr for the financial year ended April 30, 2022 together with the auditor's report thereon;
2. To appoint MS Partners LLP as auditors for Torr for the ensuing financial year and to authorize the directors to fix the remuneration to be paid to the auditors;
3. To fix the number of directors to be elected at the Meeting at five (5) and to elect directors to hold office until the next Annual General Meeting, as more particularly described in the accompanying management information circular (the "**Circular**");
4. To approve the 10% rolling stock option plan, as more particularly detailed in the Information Circular;
5. To approve the Company's restricted share unit plan, as more particularly detailed in the Information Circular; and
6. To transact such other business as may properly come before the Meeting.

The Circular and a form of proxy (the "**Proxy**") accompany this Notice of Meeting. The Circular provides additional information relating to the matters to be dealt with at the Meeting and forms part of this Notice of Meeting.

A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy holder to attend and vote in his or her place. If you are unable to attend the Meeting or any adjournment in person, please read the notes accompanying the enclosed form of Proxy and then complete, sign, and date the Proxy and return it within the time and to the location set out in the notes. Torr's management is soliciting the enclosed form of Proxy but, as set out in the notes, you may amend the Proxy if you wish by striking out the names listed and inserting in the space provided the name of the person you want to represent you at the Meeting.

If you are a non-registered shareholder and have received this notice and accompanying Circular from your broker or another intermediary, please complete and return the voting instruction or other authorization form provided to you by your broker or other intermediary in accordance with the instructions provided to you.

Please advise Torr of any change in your address.

IMPACT OF COVID-19

To proactively deal with the public health impact of the ongoing novel coronavirus disease pandemic ("COVID-19"), to mitigate risks to the health and safety of our communities, Shareholders, employees and other stakeholders, and in order to comply with the measures imposed by federal, provincial and municipal governments, shareholders of the Company are respectfully asked not to attend in person at the Meeting but may instead attend by teleconference (as described below). All Shareholders of the Company are strongly encouraged to cast their vote by submitting their completed form of proxy (or voting instruction form) prior to the Meeting by one of the means described in the Circular accompanying this Notice.

DATED at Vancouver, British Columbia, this 7th day of February, 2023.

BY ORDER OF THE BOARD OF DIRECTORS

"Malcolm Dorsey"

Malcolm Dorsey,
President, Chief Executive Officer & Director