

AFRICAN ENERGY METALS INC.
Suite 401, 750 West Pender Street
Vancouver, British Columbia, V6C 2T7

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the **Annual General and Special** meeting (the “**Meeting**”) of **AFRICAN ENERGY METALS INC.** (the “**Company**”) will be held on **Monday, September 16, 2024 at 10:00 a.m.** (Pacific Time) online only via a virtual meeting portal through which you can listen to the Meeting and submit questions.

The Meeting will be held for the following purposes:

1. to receive the audited financial statements of the Company for the financial years ended December 31, 2021 and December 31, 2022 , together with the auditor’s report thereon;
2. to fix number of directors at four (4);
3. to elect directors for the ensuing year;
4. to appoint Saturna Group, Chartered Professional Accountants LLP, as the Company’s auditor for the ensuing year, and to authorize the directors to fix the remuneration to be paid to the auditor;
5. to consider and, if deemed appropriate, pass, with or without variation, an ordinary resolution to approve the Company’s Stock Option Plan, as more fully described in the accompanying management information circular dated August 12, 2024 (the “**Circular**”);
6. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution to approve a consolidation (the “**Consolidation**”) of the common shares in the capital of the Company (the “**Common Shares**”) on the basis of a Consolidation ratio of up to four (4) pre-Consolidation Common Shares for one (1) post-Consolidation Common Share, as and when determined by the board of directors of the Company in its sole discretion, as more fully described in the accompanying Circular; and
7. to transact such other business as may properly come before the Meeting or any adjournments thereof.

The accompanying Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. Also accompanying this Notice are (i) Form of Proxy or Voting Instruction Form, and (ii) Financial Statement Request Form. Any adjournment of the Meeting will be held at a time and place to be specified at the Meeting.

Only shareholders of record at the close of business on **August 12, 2024**, will be entitled to receive notice of and vote at the Meeting. Shareholders are entitled to vote at the Meeting either in person or by proxy and each shareholder of the Company entitled to vote on any matter at the Meeting shall be entitled to one vote for every such common share standing in such shareholder’s name on the record date of the Meeting.

Registered shareholders who are unable to attend the Meeting and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Circular.

Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account, you are not a registered shareholder.

ZOOM MEETING DETAILS:

In order to access the Meeting through Zoom, shareholders will need to download the application onto their computer or smartphone and then once the application is loaded, enter the Meeting ID and Password below or open the following link:

<https://us06web.zoom.us/j/83522659242?pwd=hHWkWWaTzW6aP2aMH3pCTsQwZVxqEP.1>

Shareholders will have the option through the application to join the video and audio or simply view and listen.

Meeting ID: 835 2265 9242

Passcode: 449043

To assist the Scrutineer with attendance, Shareholders are asked to log into the Meeting with their First and Last Names.

DATED at Vancouver, British Columbia, this **12th** day of **August, 2024**.

BY ORDER OF THE BOARD OF DIRECTORS:

Signed: "J. Stephen Barley"

J. STEPHEN BARLEY

Executive Chairman & Director