

**BEMETALS CORP.**  
SUITE 3123 – 595 BARRARD STREET  
VANCOUVER, BC V7X 1J1  
TEL: (604) 609-6141

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE** is hereby given that the annual general and special meeting (the "**Meeting**") of the shareholders of BeMetals Corp. (the "**Corporation**"), will be held at Suite 3123, 595 Burrard Street, Vancouver, British Columbia, V7X 1J1, on Monday, August 12, 2019 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements of the Corporation for the fiscal year ended December 31, 2018, together with auditor's report thereon.
2. To re-appoint PricewaterhouseCoopers LLP as the auditor of the Corporation for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor.
3. To fix the number of directors for the ensuing year at five (5).
4. To elect directors for the ensuing year.
5. To re-approve the Corporation's stock option plan.
6. To approve the creation of a new control person.
7. To transact such other business as may properly be transacted at such meeting or at any adjournment thereof.

An information circular, containing details of matters to be considered at the Meeting, accompanies this notice.

**A shareholder who is unable to attend the Meeting in person and who wishes to ensure that such shareholder's shares will be voted at the Meeting is requested to complete, date and sign the enclosed form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the information circular.** As set out in the notes, the enclosed form of proxy is solicited by management, but, you may amend it to appoint another person (who need not be a shareholder) to attend and act for you at the Meeting other than the persons named in the form of proxy if you so desire by inserting in the blank space provided in the form of proxy the name of the person you wish to represent you at the Meeting.

DATED at Vancouver, British Columbia, this 4<sup>th</sup> day of July, 2019.

**BY ORDER OF THE BOARD OF DIRECTORS**

*"John Wilton"*

John Wilton  
Chief Executive Officer, President and Director