

BEMETALS CORP.

SUITE 3400 – 666 BURRARD STREET
VANCOUVER, BC V6C 2X8
TEL: (604) 928-2797

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 2500 – 700 West Georgia Street, Vancouver, British Columbia, V7Y 1B3, on Wednesday, September 6, 2023 at 11:00 a.m. (Pacific Time) for the following purposes:

1. To receive and consider the audited financial statements of the Corporation for the year ended December 31, 2022, together with auditor's report thereon.
2. To re-appoint Davidson & Company 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 six (6).
4. To elect directors for the ensuing year.
5. To re-approve the Corporation's stock option plan.
6. To approve the creation of B2Gold Corp. as a new control person of the Corporation as a result of the proposed issuance of securities by the Corporation to B2Gold Corp., as more particularly described in the accompanying management information circular (the "**Circular**").
7. To approve the issuance by the Corporation of a convertible debenture in the principal amount of \$3,300,000 to B2Gold Corp. and the entering into of a commitment letter with B2Gold Corp. in relation to a possible additional loan, and to approve the related issuance of common shares on conversion thereof, as more particularly described in the Circular.
8. To transact such other business as may properly be transacted at such meeting or at any adjournment thereof.

The Circular, containing details of matters to be considered at the Meeting, accompanies this notice.

A shareholder who will not be attending 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 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 1st day of August, 2023.

BY ORDER OF THE BOARD OF DIRECTORS

"John Wilton"

John Wilton
Chief Executive Officer, President and Director