



LOMIKO METALS®

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NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the Annual and Special General Meeting (the "Meeting") of **LOMIKO METALS INC.** (the "Company") will be held by means of remote communication, rather than in person, on Monday, December 6, 2021, at the hour of 11:00 a.m. (Eastern time) for the following purposes:

In light of the rapidly evolving public health guidelines related to COVID-19 and group meeting restrictions, the meeting location may need to be moved at the last minute. A news release will be released, filed on our website and on SEDAR at least 48 hours preceding the meeting, should a location change be required.

1. to receive the audited financial statements of the Company for the fiscal years ended July 31, 2020 and July 31, 2021, and the accompanying report of the auditors;
2. to set the number of directors of the Company for the ensuing year at seven persons;
3. to elect A. Paul Gill, Belinda Labatte, Eric Levy, Dominique Dionne, Sagiv Shiv, Anu Dhir and Lee Arden Lewis as directors of the Company to hold office until the next annual meeting of the Company, or until such time as their successors are duly elected or appointed in accordance with the Company's constating documents;
4. to appoint Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants, as the auditors of the Company and to authorize the directors of the Company to fix the remuneration to be paid to the auditors;
5. to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution of disinterested shareholders, the full text of which is set out under "Approval of the Company's 2021 Omnibus Incentive Plan" in the accompanying management information circular dated November 4, 2021 (the "Circular"), approving a new omnibus incentive plan;
6. to consider and, if deemed fit, to approve a special resolution, the full text of which is set out under "Approval to the Extension of Closing the Sale of the Company's Subsidiary- Special Resolution" in the Circular, approving the extension of closing the sale of the Company's wholly owned subsidiary in accordance with the *Business Corporations Act* (BC) to Prometheus Technologies Inc., as more particularly described in the Circular; and
7. to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

The Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

The Company's board of directors has fixed October 22, 2021 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder ("Registered Shareholders") at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the Circular.

Due to the public health impact of the coronavirus pandemic, also known as COVID-19, and to mitigate risks to the health and safety of our community, shareholders, employees and other stakeholders, the Company is conducting a virtual meeting of the shareholders of the Company. **Shareholders will not be able to attend the Meeting in person.** Instead, Registered Shareholders (as defined in the accompanying Circular under the headings "Appointment of Proxy" and "Revocation of Proxies") and duly appointed proxyholders can virtually attend, participate, vote or submit questions at the virtual Meeting online by registering before December 3, 2021 at the following link:

<https://bit.ly/3nRCExD>

After registering by completing the online survey, you will receive a confirmation email with access instructions.

To ensure a smooth process, the Company is asking registered participants to log in by 10:45 a.m. (Eastern time) on December 6, 2021.

Just as they would be at an in-person meeting, Registered Shareholders and duly appointed proxyholders will be able to attend the virtual Meeting, participate, submit questions online and vote virtually, all in real time, provided they are connected to the internet and comply with all of the requirements set out in the accompanying Circular. Registered Shareholders who are unable to attend the virtual Meeting are requested to complete, sign and date the accompanying form of proxy in accordance with the instructions provided therein and in the Circular and return it in accordance with the instructions and timelines set forth in the Circular. Non-registered (or beneficial) shareholders who have not duly appointed themselves as proxyholder will be able to attend the virtual Meeting as "guests", but will not be able to participate, submit questions or vote at the virtual Meeting.

If you are a Registered Shareholder of the Company and are unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company's transfer agent, **Olympia Trust Company, Suite 1900, 925 West Georgia Street, Vancouver, BC V6C 3L2**, by fax to 403-668-8307, by email to proxy@olympiustrust.com OR by via internet at <https://css.olympiustrust.com/pxlogin> and enter the 12-digit control number shown on reverse. at least 48 hours prior to the Meeting or any adjournment thereof (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia).

If you hold your common shares in a brokerage account, you are a non-Registered Shareholder ("Beneficial Shareholder"). If you are a Beneficial Shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (an "Intermediary"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

NOTE OF CAUTION CONCERNING COVID-19 OUTBREAK

At the date of this Notice and the Circular it is the intention of the Company to hold the Meeting at the location stated above in this Notice. We are continuously monitoring development of current coronavirus (COVID-19) outbreak ("COVID-19"). In light of the rapidly evolving public health guidelines related to COVID-19, we ask shareholders to consider voting their common shares by proxy and NOT attend the meeting in person. Shareholders who do wish to attend the Meeting in person, should carefully consider and follow the instructions of the federal Public Health Agency of Canada:

<https://www.canada.ca/en/public-health/services/diseases/coronavirus-disease-covid-19.html>.

We ask that shareholders also review and follow the instructions of any regional health authorities of the Province of British Columbia, including the Vancouver Coastal Health Authority, the Fraser Health Authority and any other health authority holding jurisdiction over the areas you must travel through to attend the Meeting. Please do not attend the Meeting in person if you are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact has travelled to/from outside of Canada within the 14 days immediately prior to the Meeting. All shareholders are strongly encouraged to vote by submitting their completed form of proxy (or voting instruction form) prior to the Meeting by one of the means described on page 1, 2 and 3 of the Circular accompanying this Notice.

The Company reserves the right to take any additional pre-cautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to further developments in the COVID-19 outbreak, including: (i) holding the Meeting virtually or by providing a webcast of the Meeting; (ii) hosting the Meeting solely by means of remote communication; (iii) changing the Meeting date and/or changing the means of holding the Meeting; (iv) denying access to persons who exhibit cold or flu-like symptoms, or who have, or have been in close contact with someone who has, travelled to/from outside of Canada within the 14 days immediately prior to the Meeting; and (v) such other measures as may be recommended by public health authorities in connection with gatherings of persons such as the Meeting. Should any such changes to the Meeting format occur, the Company will announce any and all of these changes by way of news release, which will be filed under the Company's profile on SEDAR as well as on our Company website at www.lomiko.com. We strongly recommend you check the Company's website prior to the Meeting for the most current

information. In the event of any changes to the Meeting format due to the COVID-19 outbreak, the Company will not prepare or mail amended Meeting Proxy Materials.

While Registered Shareholders are entitled to attend the Meeting in person we strongly recommend that all Shareholders vote by proxy and accordingly ask that Registered Shareholders 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.

Beneficial Shareholders who hold their common shares through a bank, broker or other financial intermediary should carefully follow the instructions found on the form of Proxy or VIF provided to them by their intermediary, in order to cast their vote.

THE BOARD OF DIRECTORS AND MANAGEMENT REQUEST ALL SHAREHOLDERS VOTE BY PROXY.

DATED at Vancouver, British Columbia this 4th day of November, 2021.

LOMIKO METALS INC.

(Signed) A. Paul Gill
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Executive Chair