



Transition Metals

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NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual and special general meeting (the “**Meeting**”) of the holders of common shares (the “**Shareholders**”) of **TRANSITION METALS CORP.** (the “**Corporation**”) will be held on Wednesday, February 18, 2026 at 1351 Kelly Lake Road, Unit 9C, Sudbury, Ontario at 10:00 a.m. (Eastern time).

The Meeting will be held to consider the following (which are further described in the Corporation’s information circular (the “**Circular**”) available under the Corporation’s SEDAR+ profile at www.sedarplus.ca and also available on <https://www.transitionmetalscorp.com/investors>):

1. To receive and consider the audited annual consolidated financial statements of the Corporation for the financial year ended August 31, 2025 and the auditors’ reports thereon. See the section titled “*Particulars of Matters to be acted Upon – Financial Statements, Audit Report and Management’s Discussion & Analysis*” in the Circular.
2. To set the number of directors of the Corporation at six (6). See the section titled “*Particulars of Matters to be Acted Upon – Set Number of Directors*” in the Circular.
3. To elect directors of Corporation to hold office for the ensuing year. See the section titled “*Particulars of Matters to be Acted Upon – Election of Directors*” in the Circular.
4. To appoint auditors of the Corporation for the ensuing year. See the section titled “*Particulars of Matters to be Acted Upon – Appointment and Remuneration of Auditor*” in the Circular.
5. To authorize the directors to fix the auditors’ remuneration for the ensuing year. See the section titled “*Particulars of Matters to be Acted Upon – Appointment and Remuneration of Auditor*” in the Circular.
6. To consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution re-approving the Corporation’s Omnibus Equity Incentive Compensation Plan, as more particularly described in the Information Circular. See the section titled “*Particulars of Matters to be Acted Upon – Re-Approval of Omnibus Equity Incentive Compensation Plan*” in the Circular.
7. To act on such other matters, including amendments to any of the foregoing, as may properly come before the Meeting or any adjournment thereof.

The board of directors (the “**Board**”) of the Corporation has fixed January 2, 2026 as the record date for determining the Shareholders who are entitled to vote at the Meeting. Only Shareholders of the Corporation at the close of business on January 2, 2026 will be entitled to receive notice of and to vote at the Meeting.

DATED at Sudbury, Ontario, this 5th day of January, 2026.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) “*Scott McLean*”

Scott McLean

President, Chief Executive Officer and Director

It is desirable that as many Shares as possible be represented at the Meeting. If you do not expect to attend and would like your Shares represented, please complete the enclosed Proxy (or Request for Voting Instructions, a “VIF”) and return it as soon as possible. To be valid, all Proxies must be returned to the offices of the Registrar and Transfer Agent of the Corporation. Proxies delivered by regular mail should be addressed to the following:

**TSX Trust Company (Attention: Proxy Department)
301 - 100 Adelaide Street West
Toronto, Ontario M5H 4H1
Canada**

Proxies delivered by facsimile must be sent to TSX Trust Company, Attention: Proxy Department, at (416) 595-9593. Shareholders can also vote their Shares online at www.voteproxyonline.com.

Non-registered Shareholders must return their completed VIFs in accordance with the instructions given by their financial institution or other intermediary that sent it to them. Proxies and VIFs must be received no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the Meeting or any adjournment thereof. Late Proxies and VIFs may be accepted or rejected by the Chairman of the Meeting in his discretion and the Chairman of the Meeting is under no obligation to accept any particular late Proxy or VIF.

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the issuer or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Corporation (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

As permitted by the ‘Notice and Access’ provisions of the Canadian securities administrators, the Circular is available under the Corporation’s SEDAR+ profile at www.sedarplus.ca and also available on <https://www.transitionmetalscorp.com/investors>) and has not been mailed to Shareholders. Shareholders may request, without any charge to them, a paper copy of the Circular (and the audited financial statements and related management’s discussion and analysis for the Corporation’s last financial year and any documents referred to in the Circular) and further information on Notice and Access by contacting the Corporation as follows:

e-mail:	telephone:
<i>tsxtis@tmx.com</i>	<i>1.866.600.5869</i>

Requests for paper copies of the Circular (and any other related documents) must be received by no later than 4:00 p.m. (Eastern time) on Friday, February 6, 2026 in order for Shareholders to receive paper copies of such documents and return their completed Proxies or VIFs by the deadline for submission of 10:00 a.m. (Eastern time) on Friday, February 13, 2026.