

ENDURO METALS CORPORATION
NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (the “**Common Shares**”) Enduro Metals Corporation (“**Enduro Metals**” or the “**Company**”) will be held at the Company’s offices located at #202-1632 Dickson Ave. Kelowna, BC V1Y 7T2 at 10:00 a.m. (Pacific Time) on Thursday, December 17, 2020 for the following purposes:

1. To receive the audited financial statements of the Company for the financial year ended September 30, 2019 and the auditor’s report thereon;
2. To fix the number of directors for the ensuing year at five (5);
3. To elect directors of the Company for the ensuing year;
4. To re-appoint Davidson & Company LLP, Chartered Accountants, as auditors of the Company for the ensuing year and to authorize the board of directors to fix the auditor’s remuneration;
5. To approve and ratify the Company’s 10% rolling stock option plan, as more particularly described in the accompanying management information circular (the “**Circular**”);
6. To approve the Company’s shareholder rights plan, as more particularly described in the accompanying Circular; and
7. To consider other matters, including without limitation such amendments or variations to the foregoing matters, as may properly come before the Meeting or any adjournment thereof.

The 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 and the Circular is a form of proxy for use at the Meeting. Any adjourned meeting resulting from an 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 November 9, 2020 will be entitled to receive notice of and vote at the Meeting.

In light of the ongoing novel coronavirus disease (COVID-19) pandemic and in adherence to current government direction and advice (to which the Company will adhere between the date of this Circular and the date of the Meeting or any adjournment or postponement thereof), the Company is providing Shareholders with an opportunity to attend the Meeting and to vote either in person (subject to applicable restrictions regarding public gatherings) or by proxy at the Meeting. The Company encourages shareholders not to attend the Meeting in person, particularly if they are experiencing any of the described COVID-19 symptoms of fever, cough or difficulty breathing. Access to the Meeting will be limited to essential personnel and registered shareholders and proxyholders entitled to attend and vote at the Meeting. Those attending in person will be required to comply with the then current direction and advice from federal, provincial and municipal levels of government concerning public gatherings. Shareholders should be advised that constantly evolving restrictions on the size of public gatherings are beyond the control of the Company, and attendance at the Meeting in person may be difficult or not permitted. Accordingly, the Company recommends that shareholders vote by proxy.

The Company reserves the right to take any additional precautionary measures deemed appropriate in relation to the Meeting in response to further developments in respect of the COVID-19 pandemic including, if considered necessary or advisable, hosting the Meeting solely by means of remote communication. 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 the SEDAR website. We strongly recommend you check the Company’s profile on the SEDAR 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 materials.

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 IN THE CIRCULAR ACCOMPANYING THIS NOTICE OF MEETING.

Dated at Vancouver, British Columbia, this 9th day of November, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

“*Cole Evans*”

Chief Executive Officer and Director