

METALLIS RESOURCES INC.
Suite #604 – 850 West Hastings St
Vancouver, British Columbia V6C 1E1

**NOTICE OF ANNUAL AND SPECIAL MEETING OF THE SHAREHOLDERS OF
METALLIS RESOURCES INC.**

NOTICE IS HEREBY GIVEN THAT the annual and special meeting (the “**Meeting**”) of the holders of common shares (the “**Shareholders**”) of METALLIS RESOURCES INC. (the “**Company**”) will be held at the offices of Suite 604 – 850 West Hastings Street, Vancouver, BC V6C 1E1 on **Tuesday, October 25, 2022 at 10:00 a.m.** (Vancouver time), for the following purposes:

1. To receive and consider the Report of the Directors.
2. To receive and consider the audited financial statements of the Company for the fiscal year ended December 31, 2021 together with the auditor's report thereon.
3. To elect the directors of the Company until the Company's next annual general meeting and to fix the number of directors at four (4).
4. To appoint Davidson & Company LLP, Chartered Accountants, as the Company's auditor for the fiscal year ended December 31, 2022 and to authorize the Board of Directors to fix the remuneration to be paid to the auditor.
5. To approve the amended proposed Stock Option Plan (the “**Plan**”) of the Company more particularly described in the Information Circular and to authorize the Directors to make modifications thereto in accordance with the Plan and the policies of the TSX Venture Exchange.
6. To transact such other business as may properly come before the meeting.

Specific details of the matters proposed to be put before the Meeting are set forth in the accompanying Information Circular.

As part of our priority to protect the health and safety of the public and our team members in light of the COVID-19 situation, the Company will still hold a physical meeting, but there will be no admittance while the social distancing rules are in place. The Company will allow the opportunity for Shareholders to participate in the Meeting via audio conference call by calling 1-888-394-8218 (with an open question and answer session). Shareholders will not be able to vote their shares at the Meeting in person and instead are asked to complete, date and sign the enclosed form of proxy, or another suitable form of proxy, and deliver it by fax or by mail in accordance with the instructions set out in the form of proxy and in the Information Circular no later than October 23, 2022 at 5:00 p.m. (Vancouver, B.C. time), or, if the Meeting is adjourned or postponed, at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the start of such adjourned or postponed meeting to ensure that their shares will be voted at the Meeting. Shareholders will not be able to attend the Meeting in person.

The record date for determining the Shareholders entitled to receive notice of and to vote at the Meeting is September 15, 2022. Only Shareholders whose names have been entered in the central securities register of the Company on the close of business on that date will be entitled to receive notice of and to vote at the Meeting.

The Information Circular and a form of proxy accompany this Notice.

If you have any questions about the information contained in the Information Circular or require assistance in completing your form of proxy or letter of transmittal, please contact the transfer agent.

Dated at the City of Vancouver, in the province of British Columbia, this 15th day of September, 2022.

BY ORDER OF THE BOARD OF DIRECTORS

"Fiore Aliperti"

Fiore Aliperti
Chief Executive Officer and Director