



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 **DISTRICT METALS CORP.** (the "**Company**") will be held at 918-1030 West Georgia Street, Vancouver, BC, V6E 2Y3, on **Monday, December 4th, 2023**, at **10:00 a.m.** (Pacific Time), for the following purposes:

1. To receive and consider the financial statements of the Company for the years ended June 30, 2023 and 2022;
2. To fix the number of directors for the ensuing year at four (4);
3. To elect the directors for the ensuing year;
4. To re-appoint Smythe LLP, Chartered Professional Accountants as the Company's auditor for the ensuing year, at a remuneration to be fixed by the directors;
5. To pass an ordinary resolution to re-approve the Company's 10% Rolling Stock Option Plan, as more particularly set out in this Information Circular; and
6. To transact such further or other business as may properly come before the Meeting and any adjournment(s) thereof.

The specific details of the foregoing matters to be put before the Meeting are set forth in the information circular (the "**Circular**") accompanying this notice.

This notice is accompanied by the Circular, a form of proxy and a supplemental mailing list return card.

Shareholders who are unable to attend the Meeting in person are requested to complete, date and sign the enclosed form of proxy and to return it in the envelope provided for that purpose.

The board of directors of the Company (the "**Board**") has by resolution fixed the close of business on October 24, 2023 as the record date, being the date for the determination of the registered holders of common shares of the Company entitled to notice of and to vote at the Meeting and any adjournment(s) thereof.

Proxies to be used at the Meeting must be deposited with the Company, c/o the Company's transfer agent, Odyssey Trust Company ("**Odyssey**") at 350-409 Granville Street, Vancouver, BC, V6C 1T2, by hand or by fax in North America at 1-888-290-1175), not less than 48 hours (excluding Saturdays, Sundays, and holidays) 5:00 pm (Vancouver time) on November 30, 2023.

Non-registered shareholders who receive these materials through their broker or other intermediary are requested to follow the instructions for voting provided by their broker or intermediary, which may include the completion and delivery of a voting instruction form.

DATED at Vancouver, British Columbia this the 24th day of October 2023.

BY ORDER OF THE BOARD

"Garrett Ainsworth"

Garrett Ainsworth
Chief Executive Officer and Director