



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 1303-1030 West Georgia Street, Vancouver, BC, V6E 2Y3, on **Thursday, December 12th, 2024**, at **10:00 a.m.** (Pacific Time), for the following purposes:

1. To receive and consider the annual audited financial statements of the Company for the years ended June 30, 2024 and 2023;
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 appoint Davidson & Company LLP, Chartered Professional Accountants as the Company's auditor for the ensuing year, at a remuneration to be fixed by the directors;
5. To consider and, if thought advisable, pass an ordinary resolution of shareholders approving an omnibus incentive plan of the Company, as more particularly described in the accompanying management information circular (the "**Circular**"); and
6. To transact such further or other business as may properly come before the Meeting and any adjournment(s) thereof.

The Meeting will be held in person.
Upon request, the Company will make available a telephone conference line.
To receive the dial-in information, please email Michelle Teshima at admin@sentinelcorp.ca no less than 48 hours prior to the Meeting date.

Only shareholders of record at the close of business on October 29, 2024 (the "**Record Date**") are entitled to notice of and to attend the Meeting or any adjournment or adjournments thereof and to vote at such meeting.

The Company has opted to use the notice-and-access rules developed by Canadian Securities Administrators to reduce the volume of paper in the materials distributed for the Meeting. Instead of receiving the Circular with the form of proxy or voting instruction form (the "**Meeting Materials**"), Shareholders received a notice-and-access notification with instructions for accessing the Meeting Materials online. The Circular and other relevant materials are available online at <https://www.districtmetals.com/investors/agm-materials> or on the Company's SEDAR+ profile at www.sedarplus.ca.

Registered shareholders of the Company are asked to complete, date and sign the accompanying form of proxy, or another suitable form of proxy, and deposit it with the Company's transfer agent, Odyssey Trust Company, at 350 - 409 Granville Street, Vancouver, BC, V6C 1T2, by mail or by fax in North America at 1-888-290-1175, no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or adjournment thereof.

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 4th day of November 2024.

BY ORDER OF THE BOARD

"Garrett Ainsworth"

Garrett Ainsworth
President, Chief Executive Officer and Director