

# GRID METALS CORP.

## NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that an Annual and Special Meeting of shareholders of **GRID METALS CORP.** (the “Corporation” or “Grid”) will be held on September 29, 2023 (“Meeting Date”) at 10:00 am (Eastern Daylight Time) at **Blaney McMurtry LLP, 2 Queen Street East, Suite 1500, Toronto, ON M5C 3G5**, for the following purposes:

- (a) Financial Statement and Auditor’s Report: to receive and consider the audited consolidated financial statements of Grid for the financial years ended December 31, 2022 and 2021 and the report of the auditors thereon;
- (b) Appointment of Auditors: to appoint UHY McGovern, Hurley, Cunningham LLP as auditors of Grid for the ensuing year and to authorize the directors to fix their remuneration;
- (c) Fixing the Number of Directors: to fix the number of Directors on the Board of Directors at five (5);
- (d) Election of Directors: to elect the directors of the Corporation for the following year;
- (e) Equity Incentive Plan: to consider an ordinary resolution, substantially in the form set out in the Management Information Circular, ratifying the Equity Incentive Plan of the Corporation in the form set out at Schedule III to the Management Information Circular. A majority of the ‘disinterested’ shareholder votes cast in respect thereof is required in order to pass such resolution;
- (f) Amendment of Articles of Incorporation: to consider a special resolution approving amendments to the Articles of Incorporation of the Corporation;
- (g) Issuance of Shares to Li Equities Investments LP: to consider an ordinary resolution approving the issuance of 7,142,858 common shares of the Corporation to Li Equities Investments LP. A majority of ‘disinterested’ shareholder votes cast in respect thereof is required in order to pass such resolution; and
- (h) Other Matters: to conduct such other business as may properly come before the Meeting or any adjournment or postponement.

For detailed information with respect to each of the above matters, please refer to the sub-section bearing the corresponding title under “Matters to be acted on at the Meeting” in the Information Circular.

**Grid urges shareholders to review the Information Circular before voting.**

### **Accessing meeting Materials Online:**

The Meeting Materials and the interim financial statement request card can be viewed online at <https://gridmetalscorp.com/investors/annual-meeting-materials/> or under Grid’s profile at <http://www.sedar.com>.

### **Requesting Printed Meeting Materials**

Shareholders can request that printed copies of the Meeting Materials be sent to them by postal delivery at no cost to them up to one year from the date the Information Circular was filed on SEDAR. Shareholders may make their request through Grid’s website, [www.gridmetalscorp.com/contact/](http://www.gridmetalscorp.com/contact/), or by calling 1-855.813.6052 ext.2.

To receive the Meeting Materials in advance of the proxy deposit date and Meeting Date, requests for printed copies must be received at least five (5) business days in advance of the proxy deposit date and time set out in the accompanying proxy or voting instruction form.

### **Voting Process**

Registered shareholders at the close of business on August 28, 2023 may vote in person at the Meeting or by proxy as follows:

*By telephone:* Call the toll free number indicated on the proxy form and follow the instructions. If you choose the telephone, you cannot appoint any person other than the officers named on the form of proxy as your proxy holder.

*On the internet:* Go the website indicated on the proxy form and follow instructions on the screen. If you return your proxy via the internet, you can appoint another person, who need not be a shareholder, to represent you the Meeting by inserting such person's name in the blank space provided on the form of proxy. Complete your voting instructions and date and submit the form. Make sure that the person you appoint is aware that he or she has been appointed and attends the Meeting.

*By mail:* Complete the form of proxy and return it in the envelope provided. If you return your proxy by mail, you can appoint another person, who need not be a shareholder, to represent you at the Meeting by inserting such person's name in the blank space provided on the form of proxy. Complete your voting instructions and date and submit the form. Make sure that the person you appoint is aware that he or she has been appointed and attends the Meeting.

**The deadline for receiving duly completed and executed forms of proxy or submitting your proxy by telephone or over the internet is by 10:00 am (Eastern Daylight Time) on September 27, 2023 or no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of any adjourned or postponed Meeting.**

Non-Registered shareholders may vote or appoint a proxy using their voting instruction form at least one business day in advance of the proxy deposit deadline noted on the form. You should carefully follow the instructions of your intermediary, including those regarding when and where the proxy or voting instruction form is to be delivered.

Dated at Toronto, Ontario this 28<sup>th</sup> day of August, 2023.

By Order of the Board of Directors



Robin E. Dunbar  
President and CEO