



NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of the holders of common shares of NRG Metals Inc. (the “**Company**”) will be held at Suite 804 – 750 West Pender Street, Vancouver, British Columbia on **Friday, November 29, 2019** at 11:00 a.m. (Vancouver Time) for the following purposes:

1. To receive the audited financial statements of the Company for the financial year ended December 31, 2018, the auditor’s report thereon and the management’s discussion and analysis for the financial year ended December 31, 2018;
2. To fix the number of directors for the ensuing year at six (6);
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 re-approve by ordinary resolution the 10% rolling stock option plan of the Company, as required by the policies of the TSX Venture Exchange (the “**TSXV**”), as more particularly described in the accompanying Information Circular;
6. To consider and, if thought fit, pass a special resolution (the “**Disposition Resolution**”), approving the sale of the Company’s Hombre Muerto Property, as more particularly set out in the accompanying Information Circular;
7. To consider and, if thought fit, pass an ordinary resolution of disinterested shareholders approving the granting of new options to insiders of the Company, and in accordance with the policies of the TSXV; and
8. To transact such other business as may properly come before the Meeting or at any adjournment thereof.

Accompanying this notice is the Information Circular. The Information Circular contains details of matters to be considered at the Meeting.

Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting, must complete, date and execute the enclosed form of proxy, or another suitable form of proxy, and deliver it by hand, by mail or by fax in accordance with the instructions set out in the form of proxy and in the Information Circular accompanying this Notice.

Shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy and in the Information Circular to ensure that their shares will be voted at the Meeting.

DATED at Vancouver, British Columbia, this 30th day of September, 2019.

NRG METALS INC.

“Adrian Hobkirk”

Adrian Hobkirk,
President and CEO