



69 Yonge Street, Suite 200, Toronto, Ontario M5E 1K3

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the "**Meeting**") of shareholders of **C3 Metals Inc.** (the "**Company**") will be held on **Friday, March 1, 2024**, at the hour of **3:00 p.m.** (Eastern time), at 217 Queen Street West, Suite 401, Toronto, Ontario M5V 0R2 for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Company for the year ended August 31, 2023, and the report of the auditors thereon;
2. to elect the directors of the Company;
3. to confirm the appointment by the board of directors of, and to appoint, the auditors of the Company and to authorize the directors to fix their remuneration;
4. to consider and, if deemed advisable, pass, with or without variation a resolution to confirm and approve the stock option plan of the Company;
5. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

The board of directors of the Company (the "**Board**") has by resolution fixed the close of business on January 24, 2024, as the record date (the "**Record Date**") for determining the shareholders of the Company who are entitled to receive notice of and to vote at the Meeting and any adjournment thereof. Only holders of common shares of the Company ("**Common Shares**") whose names appear on the records maintained by the Company's registrar and transfer agent as a registered holder of Company Shares (each a "**Registered Shareholder**") as of the close of business on the Record Date, or their duly appointed proxyholders, will be entitled to receive notice of and to vote at the Meeting.

Registered Shareholders who will not attend the Meeting in person are requested to complete and sign the accompanying form of proxy and return it by mail in the enclosed return envelope or by facsimile or by Internet. To be effective, proxies must be received by the Company's transfer agent, TSX Trust Company, Suite 301, 100 Adelaide Street West, Toronto, Ontario M5H 4H1, Attention: Proxy Department, or by facsimile at 1-416-595-9593 or by Internet prior to 3:00 p.m. (Eastern time) on Wednesday, February 28, 2024 or if the Meeting is adjourned, by no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to when any adjournment thereof is to be held, or may be deposited with the Chair of the Meeting at any time prior to the commencement of the Meeting or any adjournment thereof.

Non-Registered Holders (as defined in the accompanying management information circular) should refer to the section entitled "*Advice to Non-Registered Holders*" in the accompanying management information circular for information on how to vote their Common Shares. Non-Registered Holders who do not complete and return the materials in accordance with such instructions may lose the right to vote at the Meeting.

The accompanying management information circular provides additional detailed information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of this notice of annual and special meeting. Additional information about the Company and its financial statements are also available on the Company's profile at www.sedarplus.ca.

DATED at Toronto, Ontario this 31st day of January, 2024.

BY ORDER OF THE BOARD

"Antony Manini" (signed)
Chairman of the Board