

BEDFORD METALS CORP.

Suite 2200, 885 West Georgia Street
Vancouver, British Columbia, V6C 3E8

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of the holders of common shares (“**Shareholders**”) of Bedford Metals Corp. (the “**Company**”) will be held at Suite 2200, 885 West Georgia Street, Vancouver, British Columbia, Canada on **November 29, 2023**, at 10:00 a.m. (Pacific Time) for the following purposes:

1. to receive the audited consolidated financial statements of the Company as at and for the years ended March 31, 2023 and 2022, together with the reports of the auditor thereon;
2. to re-appoint Mao & Ying LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and authorize the board of directors to fix the remuneration of the auditor;
3. to fix the number of the directors to hold office for the ensuing year at four (4);
4. to elect directors to hold office for the ensuing year;
5. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution approving the adoption of the Company’s new omnibus incentive plan, (the “**Compensation Plan**”) as more particularly described in the accompanying Information Circular;
6. to consider and, if deemed advisable, to pass, with or without variation, a special resolution authorizing a forward share split of the outstanding common shares of the Company on up to a three-for-one basis, as more particularly described in the accompanying Information Circular; and
7. to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The specific details of the foregoing matters to be put before the Meeting, as well as further information with respect to voting by proxy, are set forth in the Information Circular.

A shareholder who is unable to attend the Meeting in person and who wishes to ensure that such shareholder’s shares will be voted at the Meeting is requested to complete, date and sign the enclosed form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

We strongly encourage Shareholders to vote their common shares prior to the Meeting by proxy, prior to the proxy cut-off at 10:00 a.m. on Monday, November 27, 2023.

As set out in the notes, the enclosed proxy is solicited by management but, you may amend it, if you so desire, by striking out then names listed therein and inserting in the space provided, the name of the person you wish to represent you at the Meeting.

DATED this 25th day of October, 2023

By order of the Board of Directors

BEDFORD METALS CORP.

/s/ “Peter Born”

Peter Born, P. Geo
Director and Chief Executive Officer