



NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON FRIDAY, MAY 31, 2019

NOTICE IS HEREBY GIVEN that the 2019 annual general and special meeting (the “**Meeting**”) of the shareholders of Boreal Metals Corp. (the “**Company**”) will be held at Suite 2800, 666 Burrard Street, Vancouver, British Columbia, V6C 2Z7, on Friday, May 31, 2019, at the hour of 10:00 am (Pacific time) for the following purposes:

1. To receive the audited consolidated financial statements of the Company for the year ended December 31, 2018 and the report of the auditor thereon;
2. To fix the number of directors for the ensuing year at six;
3. To elect directors of the Company for the ensuing year;
4. To consider and if deemed advisable, to pass an ordinary resolution approving the stock option plan previously adopted by the Company, on the basis set out in the section of the accompanying management information circular titled “Particulars of Matters to be Acted Upon – Continuation of Stock Option Plan”;
5. To appoint the auditor of the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor; and
6. To transact such other business as may properly come before the Meeting or any adjournment thereof.

This Notice is accompanied by the Company’s management information circular (the “**Information Circular**”) and a form of proxy for registered shareholders or a voting instruction form for beneficial shareholders. Shareholders are requested to read the Information Circular and, if unable to attend the Meeting in person, complete, date, sign and return the proxy or voting instruction form, as applicable, so that as large a representation as possible may be had at the Meeting.

The Board of Directors of the Company has fixed the close of business on April 26th, 2019, as the record date, being the date for the determination of the registered holders of common shares entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof. The Board of Directors has also fixed 10:00 a.m. (Pacific time) on May 29th, 2019, or no later than 48 hours before the time of any adjourned Meeting (excluding Saturdays, Sundays and holidays), as the time before which proxies to be used or acted upon at the Meeting or any adjournment thereof shall be deposited with the Company’s registrar and transfer agent, Computershare Investor Services Inc.

DATED at Vancouver, British Columbia, as of the 1st day of May 2019.

BOREAL METALS CORP.

By: “*Patricio Varas*”

Patricio Varas, Chief Executive Officer