

METALITE RESOURCES INC.

82 Richmond St. E.
Toronto, Ontario
M5C 1P1

NOTICE OF ANNUAL AND SPECIAL MEETING

NOTICE IS HEREBY GIVEN that an annual and special meeting (the "**Meeting**") of the shareholders (the "**Shareholders**") of Metalite Resources Inc. (the "**Company**") will be held at 130 Adelaide Street West, Suite 3002, Toronto, Ontario, M5H 3P5, on February 7, 2025 at 11:00 a.m. (Toronto time) for the following purposes:

1. to receive the audited financial statements of the Company for its fiscal years ended December 31 2022, and 2023 and the report of the auditors thereon;
2. to set the number of directors to be elected at four (4), subject to the right of the board of directors of the Company (the "**Board**") to increase the number of directors by one-third (1/3) of the directors elected at the Meeting, pursuant to the *Business Corporations Act* (British Columbia) and the Company's articles;
3. to elect directors for the ensuring year;
4. to re-appoint DNTW Toronto LLP, Chartered Accountants, as auditors of the Company, and to authorize the directors to fix their remuneration;
5. to consider and, if thought fit, pass an ordinary resolution approving the Company's amended stock option plan (the "**Stock Option Plan**") as well as the unallocated options under the Stock Option Plan, as more fully described in the management information circular of the Company accompanying this notice of meeting (the "**Circular**");
6. to consider and, if thought fit, pass a special resolution authorizing the Board to proceed with a consolidation of the common shares in the capital of the Company ("**Common Share**") on a ratio to be determined by the Board but within the range of one (1) post- consolidation Common Share for every ten (10) old Common Shares (the "**Consolidation**"); and
7. to transact such other business as may properly come before the Meeting.

The Company's Board has fixed December 31, 2024, as the record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered Shareholder at the close of business on that date is entitled to receive notice and vote at the Meeting.

If you are a registered Shareholder and are unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company's transfer agent, Odyssey Trust Company, Attn: Proxy Department, Suite 702, 67 Yonge St., Toronto, ON M5E 1J8, no later than 11:00 a.m. (Toronto time) on February 5, 2025, or at least 2 business days before the time and date of any adjournment or postponement of the Meeting.

If you are a non-registered Shareholder and received this Notice and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, or other similar self-administered savings or investment plan, or a nominee of any of

the foregoing that holds your securities on your behalf (the "**Intermediary**"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

Voting Your Proxy:

- **To Vote Your Proxy Online:** please visit <https://vote.odysseytrust.com> and click on LOGIN. You will require the CONTROL NUMBER printed with your address to the right on your proxy form. If you vote by Internet, do not mail this proxy.
- **To Vote Your Proxy by mail or personal delivery:** to Odyssey Trust Company, Attn: Proxy Department, Suite 702, 67 Yonge St., Toronto, ON M5E 1J8; or
- **To Vote Your Proxy by fax:** to Odyssey, to the attention of the Proxy Department at 1-800-517-4553 (toll-free within Canada and the U.S.) or 416-263-9524 (international).

If you are a non-registered Shareholder, either a proxy form or a voting instruction form has been included in your meeting materials. Please complete and return the form in accordance with the instructions provided on it. The section of the Circular entitled "*Non-Registered Holders*" provides additional information for non-registered Shareholders.

DATED this 31st day of December, 2024.

BY ORDER OF THE BOARD OF DIRECTORS

"Chris Hazelton"
Chief Executive Officer