

FIRST ENERGY METALS LIMITED

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of shareholders of **FIRST ENERGY METALS LIMITED** (the “**Company**”) will be held at the Company’s corporate office, 900 – 580 Hornby Street, Vancouver, British Columbia, V6C 3B6, at 2:00pm (Vancouver time) on Friday, December 8, 2017 for the following purposes:

1. to receive the audited financial statements of the Company for the year ended March 31, 2017, and the report of its auditors thereon;
2. to appoint the auditor of the Company for the ensuing year;
3. to reduce and fix the number of directors to three (3);
4. to elect directors for the ensuing year;
5. to consider, and if deemed appropriate, pass an ordinary resolution to amend the Company’s Stock Option Plan from a fixed number plan providing for a maximum of 2,723,500 shares that may be issued pursuant to all options that may be granted under the plan to a rolling 10% stock option plan, as more particularly described in the accompanying Information Circular; and
6. to transact such further business as may properly come before the Meeting or any adjournment or postponement thereof.

Accompanying this Notice is the Company’s Management Information Circular, a form of Proxy or Voting Instruction Form (as applicable) and a Financial Statement Request Form. The accompanying Information Circular provides information relating to the matters to be addressed at the Meeting and is incorporated into this Notice.

The Company’s audited financial statements, report of the auditor and related management’s discussion & analysis will be made available at the Meeting, and were mailed to those registered and beneficial Shareholders of the Company who requested them. The audited financial statements are available under the Company’s profile on the System for Electronic Document Analysis and Retrieval (“SEDAR”) at www.sedar.com.

Shareholders of record at the close of business on November 2, 2017 will be entitled to receive notice of, to attend and vote at the Meeting either in person or by proxy. Shareholders who are unable to attend the Meeting in person are requested to read, complete, sign and deliver the enclosed form of proxy in accordance with the instructions set out therein and in the management information circular.

Dated at Vancouver, British Columbia on November 2, 2017.

By Order of the Board of Directors,

“Ernest Peters”

ERNEST PETERS

President, CEO and Director