

AFFINITY METALS CORP.
Suite 600 – 890 West Pender Street
Vancouver, BC V6C 1J9

**NOTICE OF ANNUAL GENERAL & SPECIAL MEETING
TO BE HELD ON DECEMBER 14, 2021**

TO THE SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General & Special Meeting (the “**Meeting**”) of the shareholders of Affinity Metals Corp. (the “**Company**”) will be held at the Boardroom, 600 – 890 West Pender Street, Vancouver, British Columbia on Tuesday, December 14, 2021, at 10:30 a.m. (Vancouver time), for the following purposes:

1. to receive the financial statements of the Company for each of the fiscal year ended June 30, 2021, together with the auditor’s reports thereon;
2. to re-appoint DMCL, Chartered Professional Accountants, of Vancouver, British Columbia, as the Company’s auditor and to authorize the directors to fix their remuneration;
3. to set the number of directors at five (5);
4. to elect directors for the ensuing year;
5. to approve the continuation of the Company’s Stock Option Plan;
6. to consider and, if thought fit, to pass, with or without variation, an ordinary resolution of disinterested shareholders to approve the re-pricing of certain stock options previously granted to insiders of the Company, as described in the accompanying Information Circular; and
7. to transact any other business which may properly come before the Meeting.

The accompanying Information Circular provides additional 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 Meeting.

The Board of Directors of the Company has fixed November 9, 2021, as the record date for the determination of shareholders entitled to 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 such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

The Company intends to hold the Meeting in person. However, in view of current and evolving public health impact of the coronavirus, also known as COVID-19 (“COVID-19”), and Provincial and Federal guidance regarding public gatherings, which is subject to change from time to time as the COVID-19 pandemic evolves, the Company asks that in considering whether to attend the Meeting in person, shareholders follow the instructions of the Public Health Agency of Canada and any Orders made by the British Columbia Public Health Officer that are in effect at the time of the Meeting. In view of the COVID-19 pandemic, the Company encourages shareholders to consider voting their shares via proxy rather than attending the Meeting in person, particularly if they are experiencing any of the described COVID-19 symptoms which include fever, cough or difficulty breathing. Access to the Meeting will be limited to essential personnel and registered shareholders and proxyholders entitled to attend and vote at the Meeting. All Meeting participants will be required to wear a suitable face mask. The Company may take additional precautionary measures in relation to the Meeting in response to further developments with the COVID-19 outbreak. In the event it is not possible or advisable to hold the Meeting in person or a decision is made to change the date, time or location of the Meeting, the Company will announce, by press release, alternative arrangements for the Meeting as promptly as practicable. The press release will be available under the Company’s profile on SEDAR (www.sedar.com).

If you are planning to attend the Meeting, please check the Company’s press releases on SEDAR (www.sedar.com) before attending the Meeting.

THE COMPANY URGES ALL SHAREHOLDERS TO VOTE BY PROXY IN ADVANCE OF THE MEETING IN ACCORDANCE WITH THE INSTRUCTIONS SET OUT BELOW.

If you are a registered shareholder of the Company, we urge you to complete, date and sign the accompanying form of proxy and deposit it with our transfer agent, Olympia Trust Company: by mail or registered mail to PO Box 128, STN M, Calgary, AB T2P 2H6, Attn: Proxy Dept.; or by fax to (403) 668-8307 or by scan and email to proxy@olympiatrust.com; or go to <https://css.olympiatrust.com/pxlogin> and enter the 12-digit control number shown on the reverse side of your proxy, at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of Alberta) before the time and date of the Meeting or any adjournment or postponement thereof.

If you receive more than one form of proxy because you own common shares registered in different names or addresses, each form of proxy should be completed and returned.

The form of proxy confers discretionary authority with respect to: (i) amendments or variations to the matters of business to be considered at the Meeting; and (ii) other matters that may properly come before the Meeting. As of the date hereof, management of the Company knows of no amendments, variations or other matters to come before the Meeting other than the matters set forth in this Notice of Meeting. Shareholders who are planning on returning the applicable accompanying form of proxy are encouraged to review the Information Circular carefully before submitting the proxy form. **It is the intention of the persons named in the enclosed applicable form of proxy, if not expressly directed to the contrary in such form of proxy, to vote IN FAVOUR of the resolutions proposed by management as set forth under “Particulars of Matters to be Acted Upon” in the accompanying Information Circular.**

If you are a non-registered holder of shares of the Company and have received these materials from your broker or another intermediary, please complete and return the form of proxy or other authorization form provided to you by your broker or intermediary in accordance with the instructions provided. Failure to do so may result in your shares not being eligible to be voted at the Meeting.

DATED at Vancouver, British Columbia, this 9th day of November, 2021.

BY ORDER OF THE BOARD

“Robert Edwards”

Robert Edwards
CEO and Director