## SECOVA METALS CORP.

Suite 488, 1090 West Georgia Street Vancouver, British Columbia V6E 3V7 Telephone: (604) 506-7555

## AMENDED NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

**Take notice** that the annual general and special meeting (the "Meeting") of the shareholders of Secova Metals Corp. (the "Corporation") will be held at Suite 1500 – 1055 West Georgia Street, Vancouver, British Columbia, on December 18, 2020 at 10:00 a.m., Pacific Time.

In light of the ongoing public health concerns related to COVID-19 and in order to comply with measures imposed by the federal and provincial governments, the Company is encouraging Shareholders and others not to attend the Meeting in person, but instead to submit their votes by proxy well in advance of the Meeting proxy deadline of 10:00 a.m. (Pacific Time) on December 16, 2020. Shareholders who wish to attend the Meeting in person must call the Vancouver office of McMillan LLP at (604) 689-9111 at least 48 hours prior to the date of the Meeting for further instructions on in-person attendance procedures.

The Corporation is offering Shareholders the option to listen and participate (but not vote) at the Meeting in real time by conference call at the following coordinates:

Dial by your location

Access Code:

Canada Toll Free: 1-855-244-8680 US Toll Free: 1-415-655-0002

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As of the date of this Notice, we intend to hold the Meeting in physical face-to-face format and include a telephone conference call so shareholders can listen to the Meeting in real time. We are continuously monitoring the current coronavirus pandemic, and in light of rapidly evolving news and guidelines related to COVID-19, we ask that, in considering whether to attend the Meeting in person, Shareholders follow (https://www.canada.ca/en/publicinstructions of the Public Health Agency of Canada health/services/diseases/coronavirus-disease-covid-19.html) and any applicable additional provincial and local health department instructions. You should not attend the Meeting in person if you are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact has travelled to/from outside of Canada within the 14 days prior to the Meeting. In order to minimize group size and respect social distancing regulations, all Shareholders are urged to vote on the matters before the Meeting by proxy, which proxy can be submitted electronically or by mail as described in the accompanying Information Circular. We reserve the right to take any additional precautionary measures we deem appropriate in relation to the Meeting in response to further developments in respect of the COVID-19 pandemic. Should any changes to

the Meeting format occur, the Company will announce any and all changes by way of news release, which will be filed under the Company's profile on SEDAR. We strongly recommend you check the Company's website <a href="https://www.secova.ca">www.secova.ca</a>, prior to the Meeting for the most current information. In the event of any changes to the Meeting format due to the COVID-19 pandemic, the Company will **not** prepare or mail amended Meeting

Shareholders who intend to attend the meeting via teleconference must submit votes by Proxy ahead of the proxy deadline of 10:00 a.m. (Pacific Time) on December 16, 2020. Attendance by teleconference allows Shareholders to listen to, but not to vote at the Meeting.

## **Purpose of the Meeting**

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The Meeting is to be held for the following purposes:

- 1. to receive and consider the consolidated financial statements for the Corporation's fiscal years ended June 30, 2019 and June 30, 2020, the report of the auditor for each year and the related management discussion and analysis;
- 2. to set the number of directors to be elected to the Corporation's Board of Directors at the Meeting;
- 3. to elect directors of the Corporation for the ensuing year;
- 4. to appoint an auditor of the Corporation for the ensuing year and to authorize the Board of Directors to fix the remuneration to be paid to the auditor;
- 5. to approve by special resolution the continuance of the Corporation from the *Canada Business Corporations Act* to the *Business Corporations Act* (British Columbia) and in the process adopt new Articles for the Corporation to include advance notice provisions along with other amendments, as described in the accompanying Management Proxy Circular; and
- 6. to consider and if thought fit, to ratify, confirm and approve, by ordinary resolution, adoption of the Corporation's new 10% "rolling" share option plan, as described in the accompanying Management Proxy Circular;
- 7. to consider and if thought fit, to ratify, confirm and approve, by ordinary resolution determined by disinterested shareholder vote, adoption of the Corporation's new fixed number Restricted Share Unit Plan, as described in the accompanying Management Proxy Circular; and
- 8. <u>should the ordinary resolution to ratify, confirm and approve adoption of the new 10% "rolling" share option plan (see item 6. above), be defeated, then management of the Corporation will present to the shareholders for consideration, and for vote by ordinary resolution, to approve the continuation of the current 10% rolling stock option plan, as described in the accompanying Management Proxy Circular.</u>

A Management Proxy Circular accompanies this Notice, which contains details of matters to be considered at the Meeting. No other matters are contemplated, however any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

Copies of the Corporation's consolidated annual audited financial statements, for financial years ended June 30, 2019 and June 30, 2020, the auditor's report thereon, and the Corporation's related Management Discussion & Analysis are being mailed to the shareholders of the Corporation, and those non-registered shareholders who returned last year's Request Card. These financial documents will be available at the Meeting, are available on request to the Corporation, and may be viewed on the Corporation's SEDAR profile at <a href="www.sedar.com">www.sedar.com</a>.

Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of proxy and in the Management Proxy Circular.

An unregistered shareholder who plans to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that the shares of such shareholder will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.

DATED at Vancouver, British Columbia, this 20th day of November, 2020.

## BY ORDER OF THE BOARD

"P. Bradley Kitchen"

P. Bradley Kitchen Chief Executive Officer and Director