

**FIRST PHOSPHATE CORP.  
#3606 - 833 SEYMOUR STREET  
VANCOUVER, BRITISH COLUMBIA V6B 0G4**

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that an annual general and special meeting (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of First Phosphate Corp. (the “**Company**”) will be held virtually via the Zoom meeting platform (“**Zoom**”) on <https://us06web.zoom.us/j/82423534462?pwd=TytZbEpTRml4b2tpcCtaRGV6OEIqUT09> on Thursday, August 25, 2022, at 1:00 p.m. (Eastern Time) for the following purposes:

1. To receive and consider the audited financial statements of the Company for the financial years ended February 28, 2022 and February 28, 2021, together with the auditor’s report thereon;
2. To fix the number of directors elected for the ensuing year at five (5);
3. To elect five (5) directors of the Company for the ensuing year, as more particularly set forth in the accompanying proxy and management information circular dated July 21, 2022, and prepared for the purpose of the Meeting (the “**Circular**”);
4. To reappoint Davidson & Company LLP, as auditor of the Company for the ensuing year and to authorize the board of directors of the Company (the “**Board**”) to set the auditor’s remuneration;
5. To consider and, if deemed appropriate, pass, with or without variation, an ordinary resolution of disinterested Shareholders to ratify and approve the adoption of a fixed twenty percent (20%) stock option plan of the Company;
6. To consider and, if deemed appropriate, pass, with or without variation, an ordinary resolution of disinterested Shareholders to ratify and approve the adoption of a restricted share unit plan of the Company; and
7. To transact such other business as may be properly brought before the Meeting or any adjournment(s) thereof.

The specific details of the matters proposed to be put before the Meeting are set forth in the Circular accompanying and forming a part of this Notice of Meeting.

All Shareholders are entitled to attend and vote at the Meeting. The Board requests that all Shareholders who will not be attending the Meeting to complete, date, and sign the accompanying proxy and deliver it to Computershare Investor Services Inc. (“**Computershare**”) prior to the proxy cut-off time. If a Shareholder does not deliver a proxy to Computershare, Attention: Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, by 1:00 p.m. (Eastern Time) by Tuesday, August 23, 2022 (or before 48 hours, excluding Saturdays, Sundays and holidays before any adjournment of the Meeting at which the proxy is to be used) then the Shareholder will not be entitled to vote at the Meeting by proxy. Only Shareholders of record at the close of business on July 21, 2022 will be entitled to vote at the Meeting.

Amid ongoing concerns about the Coronavirus (COVID-19) outbreak, the Company is actively monitoring the latest COVID-19 developments and directions from public health and government authorities and is mindful of the health and well-being of all our stakeholders, including our employees, Shareholders, industry partners and the communities in which we operate, as well as that of the general public. The Company has chosen to hold a virtual meeting by way of Zoom and only Shareholders and/or their appointees may participate in the Zoom meeting. There will be no in-person attendance at the Meeting and no votes can be cast via Zoom therefore all Shareholders are encouraged to vote their shares prior to the voting cut-off date of August 23, 2022, at **1:00 p.m. (Eastern Time)** to ensure their votes are valid and acted upon at the Meeting (or any adjournment or postponement thereof). Shareholders and/or their appointees can connect to Zoom by following the link and information set out below. Copies of the Circular and other Meeting materials, including materials incorporated in this Circular by reference (the “**Meeting Materials**”) have been filed on the Company’s profile on SEDAR at [www.sedar.com](http://www.sedar.com) or may be obtained by contacting the Company’s Chief Financial Officer well in advance of the Meeting.

Shareholders have two options to access the Meeting, via teleconference or through the Zoom application (which requires internet connectivity). Registered Shareholders participating via teleconference or Zoom will not be able to vote in person at the Meeting as the Company’s scrutineer must take steps to verify the identity of registered Shareholders using the video features.

In order to dial into the Meeting, Shareholders will phone +16475580588 and enter the Meeting ID and Password noted below:

**Meeting ID:** 824 2353 4462

**Passcode:** 111

In order to access the Meeting through Zoom, Shareholders will need to download the application, load the application and enter the Meeting ID and Password below or open the following link:

Zoom Link: <https://us06web.zoom.us/j/82423534462?pwd=TytZbEpTRml4b2tpcCtaRGV6OEIqUT09>

Shareholders will have the option through the application to join the video and audio or simply view and listen.

**DATED** at Vancouver, British Columbia, July 21, 2022.

**BY ORDER OF THE BOARD**

*signed "Bennett Kurtz"*

---

**Bennett Kurtz**  
**Chief Financial Officer and Director**