

RED METAL RESOURCES LTD.
278 Bay Street, Suite 102, Thunder Bay, Ontario, Canada P7B 1R8

**NOTICE OF ANNUAL AND SPECIAL MEETING OF STOCKHOLDERS
TO BE HELD ON FEBRUARY 9, 2021**

Dear Stockholder:

Our annual and special meeting of stockholders will be held at 278 Bay Street, Suite 102, Thunder Bay ON P7B 1R8, at 4:00 p.m., Eastern Standard Time, on February 9, 2021 for the following purposes:

1. To approve the plan of conversion, a copy of which is attached as Schedule “A” to this proxy statement/prospectus, whereby our corporate jurisdiction will be changed from the State of Nevada to the Province of British Columbia, Canada by means of a process called a “conversion” and a “continuation”;
2. To elect Caitlin Jeffs, Michael Thompson, Joao (John) da Costa, Jeffrey Cocks, and Cody McFarlane as the directors of our company;
3. To ratify the continued appointment of Dale Matheson Carr-Hilton Labonte LLP, as our independent registered public accounting firm for the fiscal year ending January 31, 2021;
4. To approve, on a non-binding advisory basis, the compensation of our executive officers as disclosed in the enclosed proxy statement/prospectus;
5. To ratify the Mining Royalty Agreements between Minera Polymet SpA and related royalty grants to each of Caitlin Jeffs, Richard Jeffs and Joao (John) da Costa as further described in the accompanying proxy statement/prospectus;
6. To recommend, on an advisory basis, whether a stockholder vote to approve our executive compensation should occur every, one, two or three years; and
7. To transact such other business as may properly come before the annual and special meeting or any adjournment thereof.

These items of business are more fully described in the accompanying proxy statement/prospectus.

Our board of directors has fixed the close of business on December 23, 2020 as the record date for the determination of the stockholders entitled to notice of, and to vote at, the annual and special meeting or any adjournment thereof. Only the stockholders of record on the record date are entitled to vote at the annual and special meeting.

Dissenters' Rights are available to the stockholders of record for their shares of our common stock under Chapter 92A.300 - 92A.500 (inclusive) of the Nevada Revised Statutes, a copy of which is attached as Schedule “B” to the accompanying proxy statement/prospectus. See “Dissenters' Rights” beginning on page 23 of the accompanying proxy statement/prospectus for a discussion of Dissenters' Rights and how to exercise them.

Following the completion of the continuation, we anticipate that our common shares will continue to be quoted on the OTC Market Group Inc.'s OTC Pink Tier under the symbol “RMES”.

Please be advised that, due to the public health impact of the coronavirus (COVID-19) pandemic and to mitigate potential risks to the health and safety of our stockholders and the board of directors, even though stockholders will have the option to attend the Meeting in person, we strongly discourage in person attendance. We will make available a teleconference line for those wishing to participate by telephone conference.

See the “Risk Factors” beginning on page 9 of this proxy statement/prospectus for a discussion of certain risks that you should consider as stockholders of our company in regards to the continuation, and the ownership of shares of our common stock.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this proxy statement/prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Whether or not you plan on attending the annual and special meeting, we ask that you vote by proxy by following the instructions provided in the enclosed proxy card as promptly as possible. If your shares are held of record by a broker, bank, or other nominee, please follow the voting instructions sent to you by your broker, bank, or other nominee in order to vote your shares.

Even if you have voted by proxy, you may still vote in person if you attend the annual and special meeting. Please note, however, that if your shares are held of record by a broker, bank, or other nominee and you wish to vote at the annual and special meeting, you must obtain a valid proxy issued in your name from that record holder. This proxy statement/prospectus is first being sent or given to our stockholders on or about January 19, 2021.

Sincerely,

By Order of the Board of Directors

/s/ Caitlin Jeffs

Caitlin Jeffs
Chief Executive Officer
(Principal Executive Officer)
and President