

## **NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON AUGUST 4<sup>TH</sup>, 2020**

**TO:** The Shareholders of CAT Strategic Metals Corporation

**TAKE NOTICE** that the annual general meeting (the “**Meeting**”) of the shareholders of CAT Strategic Metals Corporation (“**CAT**” or the “**Company**”) will be held at Suite 1015 – 789 W. Pender St., Vancouver, BC, or by teleconference on Tuesday, August 4<sup>th</sup>, 2020 at 10:00 A.M. PST for the following purposes:

1. To receive the audited financial statements of the Company for the years ended December 31, 2018 and December 31, 2019 and the corresponding report of the auditor on those statements;
2. To fix the number of directors for the ensuing year at Four (4);
3. To elect directors for the ensuing year;
4. To appoint the auditor for the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor;
5. To consider and re-approve the Company’s stock option plan (the “Stock Option Plan”);
6. To transact such other business as may properly come before the Meeting or any adjournments thereof.

The Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. Also accompanying this Notice and the Circular is a Request for Financial Statements and form of proxy for use at the Meeting. Any adjourned meeting resulting from an adjournment of the Meeting will be held at a time and place to be specified at the Meeting. Only shareholders of record at the close of business on June 30, 2020 will be entitled to receive notice of and vote at the Meeting.

Pursuant to the Company’s Articles, a shareholder or proxy holder may participate in a meeting of shareholders in person or by telephone if all shareholders and proxy holders participating in the meeting are able to communicate with each other. A shareholder or proxy holder who participates in a meeting in such manner is deemed to be present at the meeting and to have agreed to participate in that manner and the meeting is deemed to be held at the location specified herein. Should you wish to attend participate at the meeting via teleconference, please contact the Company for further instructions.

A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his stead. If you are unable to attend the Meeting in person, please read the Information Circular and enclosed proxy (the “**Proxy**”) and then complete, sign, date and return the Proxy, together with the power of attorney or other authority, if any, under which it was signed or a notarized certified copy to the Company’s registrar and transfer agent, Odyssey Trust Company, 323-409 Granville Street, United Kingdom Building, Vancouver, British Columbia, V6C 1T2 at least 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting or any adjournment.

Failure to do so may result in your shares not being voted at the Meeting. As set out in the notes to the Proxy, the Proxy is solicited by management, but you may amend it, if you so desire, by striking out the names listed on it and inserting in the space provided the name of the person you wish to have represent you at the Meeting. Unregistered shareholders who received the Proxy through an intermediary must deliver the proxy in accordance with the instructions given by the intermediary.

**DATED** at Vancouver, British Columbia, this 5<sup>th</sup> day of July, 2020.

**CAT Strategic Metals Corporation**

“Robert Rosner”  
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By: Robert Rosner, President and CEO