

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON DECEMBER 9, 2022

TO: The Shareholders of CAT Strategic Metals Corporation

TAKE NOTICE that the annual and special meeting (the “**Meeting**”) of the shareholders of CAT Strategic Metals Corporation (“**CAT**” or the “**Company**”) will be held at Suite 1010 – 789 W. Pender St., Vancouver, BC, or by teleconference by dialling 1-888-272-2271, Access Code Pin # 24559, on Friday, December 9, 2022, at 10:00 A.M. PST for the following purposes:

1. To receive the audited financial statements of the Company for the year ended December 31, 2021 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 management information circular (the “Circular”) provides additional information relating to the matters to be voted upon 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 which provides instructions for registering your vote at the Meeting. All Shareholders are reminded to review the Circular before voting. 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 November 9, 2022, 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 and participate at the meeting via teleconference, please dial 1-888-272-2271, Access Code Pin # 24559.

If you are a registered shareholder but do not wish to, or cannot, attend the Meeting in person or by teleconference, you can appoint someone who will attend the Meeting and act as your proxy holder to vote in accordance with your instructions. If you are unable to attend the Meeting in person, please read the accompanying 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 required, under which it was signed or a notarized certified copy to the Company’s registrar and transfer agent, Odyssey Trust Company, 350-409 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 thereof.

Failure to vote your shares by the cut off-time may result in your shares not being counted 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 9th day of November, 2022.

CAT Strategic Metals Corporation

“Robert Rosner”

By: Robert Rosner, President and CEO