



**PRISMO METALS INC.**  
Suite 1100 – 1111 Melville Street  
Vancouver, BC, V6E 3V6, CANADA  
Telephone: (+1) 604-925-2839

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

**TAKE NOTICE** that the annual general and special meeting (the “**Meeting**”) of shareholders of **PRISMO METALS INC.** (the “**Corporation**”) will be held on Thursday, September 29, 2022 at 10:00 a.m., Vancouver time, solely by means of remote communication, rather than in person, for the following purposes:

1. To receive the consolidated financial statements of the Corporation for its financial year ended December 31, 2021, the report of the auditor thereon and the related management discussion and analysis;
2. To set the number of directors at five;
3. To elect directors of the Corporation for the ensuing year;
4. To appoint an auditor of the Corporation for the ensuing year and authorize the directors to fix the auditor’s remuneration;
5. To consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution approving the Company’s Long-Term Performance Incentive Plan (“**LTIP**”), as set forth in Appendix “A” of the attached Management Proxy Circular;
6. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

Due to the public health impact of the COVID-19 pandemic, and to mitigate risks to the health and safety of our community, Shareholders, employees and other stakeholders, the Corporation is conducting a virtual meeting of the Shareholders of the Corporation. Shareholders will not be able to attend the Meeting in person. Instead, Registered Shareholders (as defined in the accompanying Management Proxy Circular under the heading "Appointment of Proxy") and duly appointed proxyholders can virtually attend, participate, vote or submit questions at the virtual Meeting online by registering at the following link (which **does not** grant access to the Meeting and is simply for the purposes of registration):

<https://bit.ly/3AZMJQX>

After registering, you will receive a confirmation email with access instructions. **To ensure a smooth process, the Corporation is asking registered participants to log in by 9:45 a.m. (Vancouver time) on September 29, 2022.**

In summary, in order to attend the Meeting, **kindly follow the steps described below:**

1. Register using the above link; and
2. Use the link to be provided to you in the confirmation email to access the Meeting on September 29, 2022.

Just as they would be at an in-person meeting, Registered Shareholders and duly appointed proxyholders will be able to attend the virtual Meeting, participate, submit questions online and vote virtually, all in real time, provided they are connected to the internet and comply with all of the requirements set out in the accompanying Management Proxy Circular. Registered Shareholders who are unable to attend the virtual Meeting are requested to complete, sign and date the accompanying form of proxy or voting instruction form in accordance with the instructions provided therein and in the Management Proxy Circular and return it in accordance with the instructions and timelines set forth in the Management Proxy Circular. Non-registered (or beneficial) shareholders who have not duly appointed themselves as proxyholder will be able to attend the virtual Meeting as "guests", but will not be able to participate, submit questions or vote at the virtual Meeting.

A Management Proxy Circular accompanies this Notice. The Management Proxy Circular 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 consolidated financial statements, report of the auditor and related management's discussion and analysis for the year ended December 31, 2021 are available under the Corporation's SEDAR profile at [www.sedar.com](http://www.sedar.com). Please see "Additional Information" on page 15 of the Management Proxy Circular for information on how to view the financial documents.

**Holders of shares may exercise their rights by attending the Meeting or by completing a proxy form. Those who are unable to attend the Meeting in person by way of remote communication are urged to complete and return the enclosed form of proxy to Computershare, Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, or by fax at 1-866-249-7775 (within North America) or 416-263-9524 (outside North America), before 10:00 a.m. (Pacific Time) on September 27, 2022. A person appointed as proxy need not be a shareholder of the Corporation. Holders of shares may also exercise their voting rights by calling the toll-free number 1-866-732-8683 or any other number indicated on the proxy form or the voting instruction form or by going to the following website: [www.investorvote.com](http://www.investorvote.com). For any additional information concerning this matter, please contact Computershare by calling at no charge at 1-866-962-0498 (within North America) and at 514-982-8716 (outside North America) or by e-mail at [service@computershare.com](mailto:service@computershare.com).**

**DATED** at Vancouver, British Columbia, August 31, 2022.

**BY ORDER OF THE BOARD**

**Peter Craig Gibson  
President and Chief Executive Officer**