

METAL ENERGY CORP.

NOTICE-AND-ACCESS NOTICE

In respect of the Annual General and Special Meeting (the “**Meeting**”) of shareholders (the “**Shareholders**”) of Metal Energy Corp. (the “**Corporation**”) to be held at Suite 1805, 55 University Avenue, Toronto, ON M5J 2H7 at 11:00 A.M. (Eastern time) on Thursday September 14, 2023 for the following purposes:

1. to receive the audited financial statements of the Company for the fiscal years ended December 31, 2022 and 2021, together with the auditor’s report thereon;
2. to fix the number of directors at four (4) for the ensuing year;
3. to elect directors for the ensuing year as described in the information circular accompanying this Notice (the “**Information Circular**”);
4. to re-appoint McGovern Hurley LLP, Chartered Professional Accountants as the Company's auditors for the ensuing fiscal year at a remuneration to be fixed by the directors;
5. to consider, and if thought fit, approve an ordinary resolution of disinterested shareholders, the full text of which is set forth in the Information Circular, relating to the approval of the stock option plan of the Company; and
6. to transact such further or other business as may properly come before the Meeting and any adjournments thereof.

Notice-and-access

This Notice of Meeting is prepared under the notice-and-access rules under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*. Notice-and-access is a set of rules intended to reduce the volume of materials that must be physically mailed to shareholders by allowing issuers to post the Information Circular and additional materials online. Materials may be delivered electronically to shareholders. Please call the Corporation at 416.644.1567 if you have any questions about notice-and-access.

Accessing Meeting Materials

The Meeting materials can be viewed online under the Corporation’s profile at www.sedarplus.ca or at <https://metalenergy.ca>.

Requesting Printed Meeting Materials

Shareholders can request that printed copies of the Meeting materials be sent to them by postal delivery at **no cost to them** up to one (1) year from the date the Information Circular was filed on SEDAR. Shareholders may make their request **without charge** by calling 416.644.1567 or by sending an email to info@orefinders.ca.

Voting by Proxy

Registered holders: If you are not attending the Meeting, you can submit your proxy as follows:

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| By Mail: | Sign, date and return the enclosed proxy to Odyssey Trust Company (“ Odyssey ”) at Stock Exchange Tower 1230, 300 5th Ave SW, Calgary, AB T2P 3C4 |
| By Email: | Sign, date and return the enclosed proxy to proxy@odysseytrust.com . |
| On the Internet: | Go to https://login.odysseytrust.com/pxlogin and follow the instructions. |

To be effective, a proxy must be received not later than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the time set for the Meeting or any adjournment thereof.

Non-registered holders: If you are not attending the meeting, use the voting information form (“**VIF**”) provided by your intermediary (bank, trust company or broker) and return it as early as practicable to ensure that it is transmitted on time (see the VIF for details). It must be received by your intermediary with sufficient time for them to file a proxy with Odyssey not later than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the time set for the Meeting or any adjournment thereof by the deadline noted above.

Voting in Person: For registered holders, if you plan to attend the meeting, you must register with Odyssey when you arrive at the meeting to have voting rights at the meeting. For non-registered holders, if you plan to attend the meeting, you must appoint yourself in the space provided in the VIF and register with Odyssey when you arrive at the meeting to have voting rights at the meeting.