

METALLIS RESOURCES INC.
Suite #515 – 850 West Hastings St
Vancouver, British Columbia V6C 1E1

**NOTICE OF ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF
METALLIS RESOURCES INC.**

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Meeting**”) of the holders of common shares (the “**Shareholders**”) of METALLIS RESOURCES INC. (the “**Company**”) will be held at the offices of Suite #1780 – 400 Burrard St, Vancouver, BC V6C 3A6 on **Thursday, May 31, 2018 at 10:00 a.m.** (Vancouver time), for the following purposes:

1. To receive and consider the Report of the Directors.
2. To receive and consider the audited financial statements of the Company for the fiscal year ended December 31, 2017 together with the auditor's report thereon.
3. To elect the directors of the Company until the Company's next annual general meeting and to fix the number of directors at four (4).
4. To appoint Davidson & Company LLP, Chartered Accountants, as the Company's auditor for the fiscal year ended December 31, 2018 and to authorize the Board of Directors to fix the remuneration to be paid to the auditor.
5. To consider, and if thought fit, approval a special resolution for the adoption of a new set of articles for the Company, which new set of Articles contain, *inter alia*, provisions relating to (i) advance notice procedures with respect to the nomination of persons for election as a director of the Company, and (ii) directors only approval of fundamental changes to the share capital of the Company, including the subdivision or consolidation of all or any unissued or fully paid, issued shares of the Company, the full text of which special resolution is set out in the accompanying Information Circular, all as more particularly described therein.
6. To approve the proposed Stock Option Plan (the “Plan”) of the Company more particularly described in the Information Circular and to authorize the Directors to make modifications thereto in accordance with the Plan and the policies of the TSX Venture Exchange.
7. To transact such other business as may properly come before the meeting.

Specific details of the matters proposed to be put before the Meeting are set forth in the accompanying Information Circular. Any registered Shareholder may attend the Meeting in person or may be represented by proxy. Registered Shareholders who are unable to attend the Meeting or any adjournment thereof in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment thereof. To be effective, such proxy must be received by the transfer agent at its office in accordance with the instructions set out in the form of proxy and in the Information Circular no later than May 29, 2018 at 10:00 a.m. (Vancouver time), or, if the Meeting is adjourned or postponed, at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the start of such adjourned or postponed meeting. Non-registered Shareholders should complete and return the

accompanying voting instruction form or other authorization provided to them in accordance with the instructions provided therein. Failure to do so may result in the shares held by such Shareholder not being voted at the Meeting. If you have any questions about the information contained in the Information Circular or require assistance in completing your form of proxy or letter of transmittal, please contact the transfer agent.

The record date for determining the Shareholders entitled to receive notice of and to vote at the Meeting is April 26, 2018. Only Shareholders whose names have been entered in the central securities register of the Company on the close of business on that date will be entitled to receive notice of and to vote at the Meeting.

The Information Circular and a form of proxy accompany this Notice.

If you have any questions about the information contained in the Information Circular or require assistance in completing your form of proxy or letter of transmittal, please contact the transfer agent.

Dated at the City of Vancouver, in the province of British Columbia, this 26th day of April, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

"Fiore Aliperti"

Fiore Aliperti
Chief Executive Officer and Director