

METALLIS RESOURCES INC.
Suite #604 – 850 West Hastings St
Vancouver, British Columbia V6C 1E1

**NOTICE OF ANNUAL AND SPECIAL MEETING OF THE SHAREHOLDERS OF
METALLIS RESOURCES INC.**

NOTICE IS HEREBY GIVEN THAT the annual and special 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 1400 – 1125 Howe Street, Vancouver, BC V6Z 2K8 on **Tuesday, November 7, 2023 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, 2022 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, 2023 and to authorize the Board of Directors to fix the remuneration to be paid to the auditor.
5. To approve the proposed Amended and Restated 2023 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.
6. To approve the proposed 2023 Restricted Share Units Plan (the “RSU Plan”) of the Company more particularly described in the Information Circular and to authorize the Directors to make modifications thereto in accordance with the RSU 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 November 3, 2023 at 5:00 p.m. (PST), 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 September 27, 2023. 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 27th day of September, 2023.

BY ORDER OF THE BOARD OF DIRECTORS

"Fiore Aliperti"

Fiore Aliperti
Chief Executive Officer and Director