



NOTICE OF ANNUAL GENERAL & SPECIAL MEETING

NOTICE is hereby given that the Annual General & Special Meeting (the "Meeting") of the shareholders of Group Ten Metals Inc. (the "Company") will be held on Thursday, December 17, 2020, at **Suite 904, 409 Granville Street, Vancouver, B.C.** at the hour of 11:00 a.m. (Pacific time) for the following purposes:

1. To receive and consider the audited financial statements of the Company for the year ended March 31, 2020, together with the auditor's report thereon and the Report of the Directors.
2. To elect directors to hold office until the next Annual General Meeting.
3. To re-appoint WDM Chartered Professional Accountants as the auditors of the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors for the ensuing year.
4. To consider and, if thought fit, to pass, with or without amendment, an ordinary resolution, the full text of which is set out in the accompanying management information circular, to approve, confirm and ratify an amendment to the Company's long-term performance incentive plan ("LTIP") such that the LTIP will be a 10% rolling LTIP, as more particularly described in the information circular.
5. To consider and, if thought fit, to pass, with or without amendment, an ordinary resolution, the full text of which is set out in the accompanying management information circular, to authorize and approve the adoption of a Shareholder Rights Plan.
6. To transact such further or other business as may properly come before the meeting and any adjournments thereof.

The Board of Directors of the Company set November 10, 2020 as the record date for determining the shareholders entitled to receive notice of and vote at the Meeting.

If you are a registered shareholder and are unable to be present at the Meeting in person, in order for your proxy to be valid and your votes to be counted, you must date, execute and return the accompanying form of proxy to Odyssey Trust Company, Suite 323, 409 Granville Street, Vancouver, British Columbia, V6C 1T2 (Attn: Proxy Department) by not later than 11:00 a.m. (Vancouver time) on December 15, 2020 or, if the Meeting is adjourned, not later than 48 hours (excluding Saturdays and holidays) before the time for holding the adjourned meeting. If you are a non-registered shareholder and receive these materials through your broker or another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or other intermediary. If you are a non-registered shareholder and do not complete and return the materials in accordance with such instructions, you may lose the right to vote at the Meeting.



In light of the ongoing public health concerns related to the COVID-19 pandemic and for the health and safety of our shareholders, employees, advisors and other stakeholders, we strongly encourage Shareholders to vote in advance of the Meeting by proxy instead of attending the Meeting in person.

Only registered shareholders, non-registered shareholders who have followed the procedures described in the Information Circular and their respective proxyholders will be entitled to attend the Meeting in person.

You should not attend the Meeting if you or someone with whom you have been in close contact with are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact has travelled to/from outside of Canada within the 14 days prior to the Meeting. Teleconference call details are set out in the Information Circular which accompanies this Notice of Meeting.

DATED at Vancouver, British Columbia, this 17th day of November, 2020.

**BY ORDER OF THE BOARD OF DIRECTORS
OF GROUP TEN METALS INC.**

Michael Rowley
President & Chief Executive Officer