



**www.azargametals.com
Unit 1 – 15782 Marine Drive,
White Rock, British Columbia, Canada V4B 1E6**

NOTICE of ANNUAL and SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual and Special Meeting (the “Meeting”) of the shareholders of Azarga Metals Corp. (the “Corporation”) will be held in the Fraser Room of the offices of Regus at 666 Burrard Street, Suite 500, Vancouver, British Columbia on Tuesday, March 21, 2017, at the hour of 9:00 a.m. (Vancouver time) for the following purposes:

1. to have placed before the Meeting the audited financial statements of the Corporation for the fiscal year ended September 30, 2016, together with the auditors’ report thereon;
2. fix the number of directors to be elected at the Meeting;
3. to elect directors for the ensuing year;
4. to appoint Davidson & Company LLP as auditors for the Corporation for the ensuing year and to authorize the directors to fix the remuneration of the auditors;
5. to consider and, if thought fit, to approve a resolution in the form presented in the Information Circular accompanying this Notice, renewing the stock option plan for directors, officers, employees, consultants and other personnel of the Corporation and its subsidiaries, subject to regulatory approval; and
6. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The accompanying Management Information Circular provides additional information relating to the matters to be addressed at the meeting and is deemed to form part of this Notice.

The Directors have fixed the close of business on February 14, 2017, as the record date for determination of Shareholders entitled to notice of and the right to vote at the Meeting either in person or by proxy.

Shareholders are entitled to vote at the meeting either in person or by proxy. Those who are unable to attend the meeting are encouraged to read, complete, sign, date and mail the enclosed form of proxy in accordance with the instructions set out in the proxy and in the Management Information Circular accompanying this Notice. Please advise the Company of any change in your mailing address.

Dated at Vancouver, British Columbia this 14th day of February 2017.

BY ORDER OF THE BOARD OF DIRECTORS

“Dorian L. (Dusty) Nicol”

President, CEO and Director