



www.azargametals.com

Unit 1 – 15782 Marine Drive,
White Rock, British Columbia, Canada V4B 1E6

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the “**Meeting**”) of the shareholders of Azarga Metals Corp. (the “**Company**”) will be held at Unit 1 – 15782 Marine Drive, White Rock, British Columbia on Friday, July 8, 2022, at the hour of 9:00 a.m. (PDT) for the following purposes:

1. **to receive** the audited financial statements of the Company for the fiscal year ended September 30, 2021, together with the auditors’ report thereon;
2. **to fix** the number of directors at three (3) and **to elect** directors for the ensuing year;
3. **to re-appoint** Davidson & Company LLP as auditors for the Company for the ensuing year and to authorize the directors to fix the remuneration of the auditors;
4. **to consider** and, if thought fit, ratify, confirm and approve, by ordinary resolution the Company’s 2022 Option Plan as set out in the attached Information Circular;
5. **to consider** and, if thought fit, ratify, confirm and approve, by ordinary resolution the Company’s Equity Incentive Plan as set out in the attached Information Circular; 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 June 3, 2022, 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 White Rock, British Columbia this 3rd day of June 2022.

BY ORDER OF THE BOARD OF DIRECTORS

“Gordon Tainton”

President, Chief Executive Officer and Director