



TECTONIC METALS INC.

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF
SHAREHOLDERS OF TECTONIC METALS INC.**

TO BE HELD ON SEPTEMBER 22, 2022 AT 10:00 A.M. (VANCOUVER TIME)

MANAGEMENT INFORMATION CIRCULAR

Dated: August 19, 2022



**TECTONIC METALS INC.
312-744 West Hastings Street
Vancouver, BC V6C 1A5**

**Notice of Annual General and Special Meeting of Shareholders
to be held on September 22, 2022 at 10:00 a.m. (Vancouver time)**

Notice is hereby given that the annual meeting (the "**Meeting**") of the holders of common shares ("**Shareholders**") of Tectonic Metals Inc. (the "**Company**" or "**Tectonic**") will be held on September 22, 2022 at 10:00 a.m. (Vancouver time), at the offices of Blake, Cassels & Graydon LLP, Suite 2600, 595 Burrard Street, Vancouver, BC, Canada, virtually via an online video platform, and by telephone.

To join the video meeting, please follow the link:

<https://us02web.zoom.us/j/84976382704?pwd=dkRGSUd1dUUycFo0K0tVTXhYNDIidz09>

Meeting ID: 849 7638 2704

Passcode: 734884

To join the meeting by phone, please dial:

From Canada: +1 778 907 2071

From the US: +1 929 205 6099

From other countries, please find your local number at:

<https://us02web.zoom.us/j/84976382704?pwd=dkRGSUd1dUUycFo0K0tVTXhYNDIidz09>

Meeting ID: 849 7638 2704

Passcode: 734884

The Meeting is being held for the following purposes:

1. to receive the audited consolidated financial statements of the Company for its fiscal year ended December 31, 2021, and the report of the auditor and the related management discussion and analysis, together with the consolidated interim financial statements for the periods ended March 31, 2022 and June 30, 2022;
2. to elect the directors of the Company for the ensuing year who will serve until the next annual general meeting, until a successor is appointed, their office vacated or until they are otherwise disqualified to serve as directors;
3. to re-appoint Davidson & Company LLP, Chartered Professional Accountants as auditor of the Company for the ensuing year and to authorize the Board to fix the remuneration;
4. to consider, and if thought fit, to pass an ordinary resolution, the full text of which is set forth in the accompanying management information circular (the "**Circular**"), to approve the Company's rolling equity incentive plan (as set out in Schedule "A" to the Circular); and
5. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The specific details of the foregoing matters to be put before the Meeting are set forth in the Circular.

Only shareholders of record at the close of business on August 15, 2022 will be entitled to receive notice of, and to vote at, the Meeting or any adjournment thereof. Registered Shareholders who are unable to attend the Meeting in person or via the online platform are requested to complete, date and sign the accompanying form of proxy (the "**Proxy**") and send it in the enclosed envelope or otherwise to the Corporate Secretary of the Company c/o Computershare Investor Services Inc., 510 Burrard Street, 3rd Floor, Vancouver, BC V6C 3B9, fax: 604-661-9549 or to the Corporate Secretary of the Company at the Company's registered office, which is located at Suite 2600, Three Bentall Centre, 595 Burrard Street, P.O. Box 49314, Vancouver, BC V7X 1L3, fax: 604-631-3309. Non-registered Shareholders who receive these materials through their broker or other intermediary are asked to complete and send the Proxy in accordance with the instructions provided by their broker or intermediary. To be effective, a Proxy must be received by Computershare Investor Services Inc. or the Corporate Secretary of the Company not later than September 20, 2022 at 10:00 a.m. (Vancouver time), or in the case of any adjournment of the meeting, not less than 48 hours, Saturdays, Sundays and holidays excepted, prior to the time of the adjournment.

As of the date of this Notice, we intend to hold the Meeting both in person and in a virtual format, via online webcast at <https://us02web.zoom.us/j/84976382704?pwd=dkRGSUd1dUUyYcFo0K0tVTXhYNDlidz09>, Meeting ID: 849 7638 2704, Passcode: 734884. However, in light of the often changing news and guidelines related to COVID-19, we ask that, in considering whether to attend the Meeting in person, shareholders follow, among other things, the instructions of the Public Health Agency of Canada and HealthLinkBC at <https://www.canada.ca/en/public-health/services/diseases/coronavirus-disease-covid-19.html> and <https://www.healthlinkbc.ca/health-feature/coronavirus-disease-covid-19>, respectively, and any applicable additional federal, provincial and local instructions and guidance. **In the interest of safety and out of an abundance of caution, all Shareholders are strongly encouraged to vote by proxy prior to the Meeting.**

DATED this 19th day of August, 2022.

By Order of the Board

(s) "*Antonio Reda*"

ANTONIO REDA
President, Chief Executive Officer and Director