



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

**Notice of Annual General Meeting of Shareholders to be held on
May 21, 2020 at 9:00 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 at Suite 314, 744 West Hastings Street, Vancouver, BC V6C 1A5, Canada on May 21, 2020 at 9:00 a.m. (Vancouver time) for the following purposes:

- (a) to receive and consider the Company’s audited financial statements for the financial year ended December 31, 2019, together with the auditors’ report thereon;
- (b) to set the number of directors for the ensuing year at five;
- (c) to elect directors for the ensuing year;
- (d) to appoint the auditors and to authorize the board of directors of the Company (the “**Board**”) to fix the remuneration to be paid to the auditors for the ensuing year;
- (e) to consider, and if thought fit, to pass an ordinary resolution of Shareholders to re-approve the Company’s stock option plan (as set out in “Schedule A” to the accompanying Management Information Circular (the “**Circular**”)), as more particularly described in the Circular; and
- (f) 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 April 13, 2020 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 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 number: 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 number: 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 May 19, 2020 at 9:00 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 Circular, we intend to hold the Meeting in person as detailed above. However, in light of the rapidly evolving 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.

Shareholders should note that, we are carefully monitoring the public health impact of COVID-19, on a daily basis, and in the event that there are any changes to our intention of holding the Meeting, due to the COVID-19 outbreak, including, but not limited to, determining to postpone the Meeting or changing the format of the Meeting, we will notify shareholders of the applicable details on our website and via press release.

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 the 16th day of April 2020.

By Order of the Board

“Antonio Reda”

ANTONIO REDA

President, Chief Executive Officer and Director