



TECTONIC METALS INC.

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

TO BE HELD ON OCTOBER 6, 2021 AT 9:00 A.M. (VANCOUVER TIME)

MANAGEMENT INFORMATION CIRCULAR

Dated: September 1, 2021



**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 October 6, 2021 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 on October 6, 2021 at 9:00 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.

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| <p>To join the video meeting, please follow the link: https://us02web.zoom.us/j/83783095832?pwd=KzBSUDhsNUltYXJOSWIBOWtITnI0QT09 Meeting ID: 837 8309 5832 Passcode: 855153</p> <p>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/83783095832?pwd=KzBSUDhsNUltYXJOSWIBOWtITnI0QT09 Meeting ID: 837 8309 5832 Passcode: 855153</p> |
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The Meeting is being held for the following purposes:

- (a) to receive and consider the Company's audited financial statements for the financial year ended December 31, 2020, together with the auditors' report thereon;
- (c) to elect the directors of the Company for the ensuing year;
- (d) to re-appoint the auditors of the Company and to authorize the Board to fix the remuneration to be paid to the auditors for the ensuing year;
- (f) 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 amend and approve the Company's rolling stock option plan as the Company's rolling amended and restated equity incentive plan (as set out in Schedule "A" to the Circular); and
- (h) 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 26, 2021 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 October 4, 2021 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 Notice, we intend to hold the Meeting both in person and in a virtual format, via online webcast at <https://us02web.zoom.us/j/83783095832?pwd=KzBSUDhsNUltYXJOSWIBOWtlTnI0QT09>, Meeting ID: 837 8309 5832, Passcode: 855153. 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.

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 this 1st day of September, 2021.

By Order of the Board

(s) “*Antonio Reda*”

ANTONIO REDA
President, Chief Executive Officer and Director