



Tectonic Metals Inc

Notice of Meeting

Important Notice Regarding the Availability of Proxy Materials for Tectonic Metals Inc, Annual General and Special Meeting to be held at 3500 - 1133 Melville Street, Vancouver, BC V6E 4E5 on September 21, 2023 at 10am (Vancouver time)

You are receiving this notice to advise that the proxy materials for the above noted securityholders' meeting are available on the Internet. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We remind you to access and review all of the important information contained in the information circular and other proxy materials before voting. The information circular and other relevant materials are available at:

<https://www.tectonicmetals.com/investors/financials-and-meetings/>

OR

www.sedar.com

Obtaining a Copy of the Proxy Materials

If you would like to receive a paper copy of the current meeting materials by mail, you must request one. There is no charge to you for requesting a copy.

Call us Toll Free at 1-888-685-8558 within North America to request a paper copy of the materials for the current meeting.

To ensure you receive the material in advance of the voting deadline and meeting date, all requests must be received by us no later than, 10 business days before the meeting to ensure timely receipt. If you do request the current materials, please note that another Voting Instruction Form/Proxy will not be sent; please retain your current one for voting purposes.

To obtain paper copies of the materials after the meeting date, please contact info@tectonicmetals.com

Securityholder Meeting Notice

PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your securities you must vote www.investorvote.com, by telephone 1-866-732-8683 or by mailing the enclosed Voting Instruction form/Proxy for receipt before 19 September, 2023 at 10am (Vancouver time) using the enclosed Business Reply Envelope.

The resolutions to be voted on at the meeting are listed below along with the Sections within the Information Circular where disclosure regarding the matter can be found.

1. to receive the audited consolidated financial statements of the Company for its fiscal year ended December 31, 2022, 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, 2023 and June 30, 2023;
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 approve Crescat Capital LLC (including its associates and affiliates) as a new “Control Person” of the Company as such term is defined in the Corporate Financing Policies of the TSX Venture Exchange;
5. to approve that the Board of Directors, in its absolute discretion, may alter the Company’s share structure by consolidating all of the issued and outstanding common shares of the Company, provided that the consolidation shall be no greater than twenty (20) pre-consolidation common shares for every one (1) post-consolidation common share;
6. 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
7. to transact such other business as may properly come before the Meeting or any adjournment thereof.

Annual Financial statement delivery

- No Annual Report (or Annual Financial Statements) is (are) included in this mailing