



Forsys Metals Corp.  
20 Adelaide Street East, Suite 200  
Toronto, Ontario M5C 2T6

## NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that an annual and special meeting (the "**Meeting**") of the holders (the "**Shareholders**") of Class A common shares (the "**Common Shares**") in the capital of Forsys Metals Corp. (the "**Company**") will be held in a virtual-only format, which will be conducted via live audio webcast available online using <https://virtual-meetings.tsxtrust.com/1528> on Friday, June 30, 2023, at 1:00 pm EST (Toronto time) for the following purposes:

1. to receive the consolidated financial statements of the Company for the year ended December 31, 2022, together with the report of the auditors thereon;
2. to appoint auditors and to authorize the directors to fix the remuneration of the auditors;
3. to elect directors;
4. to consider and, if deemed advisable, to pass an ordinary resolution substantially in the form set out in the accompanying management information circular to approve an amended omnibus incentive plan of the Company; and
5. to transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the accompanying management information circular dated May 24, 2023. The record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting (the "**Record Date**") is at the close of business on May 24, 2023. Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting.

**The Company will hold the Meeting as a virtual-only shareholders meeting with participation electronically.**

**Shareholders of the Company will not be able to attend the Meeting in person. At the virtual Meeting, registered Shareholders of the Company and duly appointed proxyholders will have an opportunity to participate, to ask questions, and to vote, all in real time, at the Meeting through an online portal. Non-registered Shareholders must carefully follow the procedures set out in the Circular in order to vote virtually and ask questions through the live audiocast. Guests, including non-registered Shareholders who have not been duly appointed as proxyholders, can log into the virtual Meeting as a guest. Guests may listen to the Meeting but will not be entitled to vote or ask questions during the Meeting.**

This Notice is accompanied by a form of proxy (the "**Proxy**") and a management information circular (the "**Circular**"). The Company has also sent the audited consolidated financial statements of the Company for the fiscal year ended December 31, 2022 and related management's discussion and analysis to those shareholders who have previously requested these been sent to them in connection with the Meeting.

**In order to ensure as many Common Shares of the Company as possible are represented at the Meeting, the Company strongly encourages registered shareholders to complete the enclosed Proxy and return it as soon as possible in accordance with the instructions set out in the accompanying Circular. Shareholders who do not hold their Common Shares in their own name are strongly encouraged to complete the voting instruction forms received from the Company or their broker as soon as possible and to follow the instructions set out in the accompanying Circular.**

Please review the enclosed Circular and date, sign and return the enclosed Proxy to the Company's transfer agent, TSX Trust Company. **To be effective, the Proxy must be delivered by facsimile to (416) 595-9593 or mailed so as to reach or be deposited with the Secretary of the Company, c/o TSX Trust Company, 100 Adelaide Street West, Suite 301, Toronto, Ontario, Canada M5H 4H1, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario), prior to the time set for the Meeting or any adjournment thereof. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.**



**The persons named in the enclosed Proxy are directors or officers of the Company. Each Shareholder has the right to appoint a proxyholder other than such persons, who need not be a Shareholder, to act for such Shareholder and on such Shareholders behalf at the Meeting. To exercise such right, the names of the nominees of management should be crossed out and the name of the Shareholder's appointee should be legibly printed in the blank space provided.**

DATED at Toronto, Ontario as of May 26, 2023.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) "*Mark Frewin*"

Mark Frewin  
Chief Executive Officer