

**IMETAL RESOURCES INC.
550 - 800 West Pender Street,
Vancouver, BC, Canada, V6C 2V6**

NOTICE OF ANNUAL GENERAL & SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general & special meeting (the "Meeting") of the shareholders of **IMETAL RESOURCES INC.** (the "Company") will be held at 550 – 800 West Pender Street, Vancouver, British Columbia, on Tuesday, December 20th, 2022 at 11:00 a.m., PST, for the following purposes:

1. To receive the audited consolidated financial statements of the Company for the previous financial year ended May 31, 2022 together with the report of the auditor thereon;
2. to set the number of directors at 4 for the ensuing year;
3. to elect directors of the Company for the ensuing year;
4. to appoint Davidson & Company LLP, Chartered Accountants, as auditor of the Company for the ensuing year and authorize the directors to fix their remuneration;
5. to consider, and if thought, approve a new 10% rolling stock option plan of the Company, as more particularly described in the Company's information circular;
6. to consider, and if thought, approve a restricted share unit & deferred share unit plan of the Company, as more particularly described in the Company's information circular;
7. to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting.

Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

An unregistered shareholder who plans to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form and in the Information Circular to ensure that such shareholder's shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.

DATED at Vancouver, British Columbia, this November 7, 2022.

BY ORDER OF THE BOARD

"Satvir Dhillon"

Satvir Dhillon

Director and Chief Executive Officer