

**STRATEGIC METALS LTD.**  
*Suite 1016 – 510 West Hastings Street*  
*Vancouver, B.C.*  
*V6B 1L8*

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

**TAKE NOTICE** that an Annual General and Special Meeting (the "Meeting") of the members (the "Shareholders") of **STRATEGIC METALS LTD.** (the "Company") will be held at Suite 1016 – 510 West Hastings Street, in the City of Vancouver, Province of British Columbia, V6B 1L8, on **Wednesday, September 13, 2017** at the hour of **11:00 a.m.** (local time) for the purposes of:

1. Fixing the number of Directors.
2. Electing Directors for the ensuing year.
3. Appointing an Auditor for the ensuing year, and authorizing the Directors to fix the Auditor's remuneration.
4. To consider and, if thought advisable, to pass an ordinary resolution approving the renewal of the Company's Stock Option Plan, as more fully set forth in the Information Circular accompanying this Notice of Meeting.
5. To consider and, if thought advisable, to pass an ordinary resolution approving the reconfirmation of the Company's Shareholder Rights Plan, as more fully set forth in the Information Circular accompanying this Notice of Meeting.
6. To transact such other business as may properly come before the Meeting or any adjournment thereof.

Shareholders who are unable to attend the Meeting in person are requested to date and sign the enclosed form of Instrument of Proxy and to return it to **Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1** not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or any adjournment thereof, at which the person named therein purports to vote in respect thereof.

Dated at Vancouver, B.C. this **1<sup>st</sup>** day of **August**, 2017.

**ON BEHALF OF THE BOARD OF  
DIRECTORS**

"W. Douglas Eaton"

**W. DOUGLAS EATON**

**President and Chief Executive Officer**