

CANEX METALS INC.
Suite 815, 808-4th Avenue SW,
Calgary, Alberta, T2P 3E8

NOTICE OF ANNUAL & SPECIAL MEETING OF SHAREHOLDERS

To the Shareholders:

TAKE NOTICE that the Annual & Special Meeting (the "Meeting") of the holders of the common shares (the "Shareholders") (the "Meeting") of Canex Metals Inc. (the "Corporation") will be held at the offices of the Corporation at Suite 815, 808-4th Avenue SW, Calgary, Alberta, on Thursday, February 24, 2022, at 10:00 a.m. (Calgary time) for the following purposes, namely:

1. to receive the financial statements of the Corporation for the years ended September 30, together with the report of the auditors thereon;
2. to fix the number of directors of the Corporation ("Directors") to be elected at the Meeting at four (4);
3. to elect the Directors for the ensuing year;
4. to appoint the auditors of the Corporation for the ensuing year and to authorize the Directors to fix their remuneration;
5. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution approving the Corporation's Stock Option Plan, as described in the Corporation's Management Information Circular dated January 17, 2022 (the "Circular"), and authorize the Corporation's board of Directors (the "Board") to make any amendments thereto that may be required for the purposes of obtaining the approval of applicable securities regulatory authorities or stock exchanges; and
6. to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

The specific details of the matters proposed to be put before the Meeting are set forth in the accompanying Circular.

Every registered holder of common shares ("Common Shares") of the Corporation at the close of business on January 17, 2022 (the "Record Date") is entitled to receive notice of, and to vote such Common Shares at the Meeting, except to the extent that such registered holder has transferred the ownership of any Common Shares after the Record Date and the transferee of such Shares produces properly endorsed Common Share certificates or otherwise establishes that he owns the Common Shares and demands, not later than ten days before the Meeting, that he be entitled to vote such Shares at the Meeting.

Amid ongoing concerns about the Coronavirus (COVID-19) outbreak, the Corporation remains mindful of the well-being of our shareholders and their families, our industry partners and other stakeholders as well as the communities in which we operate. The Corporation currently intends on holding a physical shareholder meeting. However, as COVID-19 is a rapidly evolving situation, the Corporation will continue to monitor and review provincial and federal governmental guidance in order to assess and implement measures to reduce the risk of spreading the virus at the Meeting, which may include potentially adjourning or postponing the Meeting. In light of current provincial government gathering restrictions, at this time, only registered Shareholders or their duly appointed proxy holders will be permitted to attend the Meeting in person. In addition, in view of current and potential future guidance regarding physical distancing and further restrictions on large gatherings, in order to ensure as many Common Shares as possible are represented at the Meeting, Shareholders are strongly encouraged to complete the enclosed Instrument of Proxy and return it as soon as possible.

Shareholders who are unable to attend the Meeting in person and who wish to ensure that their Common Shares will be voted at the Meeting are requested to complete, sign and deliver the enclosed Form of Proxy to the attention of the Corporation's Secretary at Suite 815, 808-4th Avenue S.W., Calgary, Alberta, T2P 3E8 at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or any adjournment(s) thereof. Further instructions with respect to voting by proxy are provided in the Form of Proxy and in the accompanying Circular.

The enclosed Form of Proxy appoints nominees of management as proxyholder and you may amend the Form of Proxy, if you wish, by inserting in the space provided the name of the person you wish to represent you as proxyholder at the Meeting.

If you are a non-registered holder of shares and received these materials through your broker or another intermediary, please complete and return the Form of Proxy in accordance with instructions provided to you by your broker or such other intermediary

SHAREHOLDERS ARE CAUTIONED THAT THE USE OF THE MAIL TO TRANSMIT PROXIES IS AT EACH SHAREHOLDER'S RISK.

DATED at Calgary, Alberta, this 17th day of January, 2022.

BY ORDER OF THE BOARD OF DIRECTORS

“Shane Ebert”

Shane Ebert, President and Chief Executive Officer and Director